COUNTY OF LOUDOUN

DEPARTMENT OF PLANNING

MEMORANDUM

DATE: July 30, 2007

TO: Loudoun County Planning Commission

FROM: Stephen Gardner, Project Manager

SUBJECT: **July 30, 2007 Planning Commission Update – Dulles Parkway Center II Design Guidelines; ZMAP 2005-0041**

At the June 4, 2007 Committee of the Whole meeting, the Planning Commission voted 7-1-1 (Doane – opposed; Syska – absent) to forward Dulles Parkway Center II (ZMAP 2005-0041) to the Board of Supervisors with a recommendation of approval. The Board held a Public Hearing on the item on July 10, 2007 and voted 9-0 to forward the application to the Transportation / Land Use Committee for further discussion. The item was considered at the July 23, 2007 Transportation / Land Use Committee, which voted to forward the application to a Board business meeting with a recommendation of approval.

Among the discussion items at the June 4, 2007 meeting was a concern that the proposed design guidelines did not include adequate detail and commitments to TOD characteristics, such as a strong, pedestrian-oriented streetscape, a focus on public spaces, etc. Consequently, the Commission asked both the Applicant and Staff to refine the design guidelines and provide an update at a subsequent meeting.

Revised design guidelines were submitted to the County, and staff provided an update to the Commission at the July 16, 2007 Public Hearing. The guidelines are attached; no subsequent revisions have been made. Staff noted that the Applicant has included language addressing all of the topical areas originally identified (i.e. streetscape design, building design, parking garages, etc.); however, the revised document does not include the level of detail as included in similar guidelines developed for neighboring Loudoun Station and Moorefield Station.

As part of the update, staff provided a comparison to Loudoun Station and Moorefield Station; the approved design guidelines for each are attached for comparison. In addition, the Commission questioned the size, number of units, and non-residential square footage of both as compared with Dulles Parkway Center II. The following table provides a comparison between the three.

Project	Acreage	Residential Dwelling Units	Non-Residential Square Footage
Loudoun Station	43	1,514	1.9 million
Moorefield Station	591	6,000	9 million
Dulles Parkway Center II	40.25	624	600,000

MOTION

1. I move that the Planning Commission forward the Design Guidelines for Dulles Parkway Center II, dated July 16, 2007 to the Board of Supervisors.

OR,

2. I move that the Planning Commission forward the Design Guidelines for Dulles Parkway Center II, dated July 16, 2007 to a subsequent Committee of the Whole meeting for additional discussion.

ATTACHMENTS

1. Design Guidelines for Dulles Parkway Center II, dated July 16, 2007 (pg. A-1)
2. Loudoun Station Design Guidelines and Standards, dated October 24, 2003 (pg. A-41)
3. Moorefield Station Design Guidelines and Development Standards, dated November 30, 2002 (pg. A-105)
4. Memorandum from Cooley Godward, LLP responding to staff review comments (pg. A-147)

ATTACHMENT 1

Design Guidelines for Dulles Parkway Center II

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DESIGN GUIDELINES
for
DULLES PARKWAY CENTER II

Miller and Smith
at Dulles Parkway Center, L.L.C.
c/o Miller and Smith
8401 Greensboro Drive, Suite 300
McLean, VA 22102

July 16, 2007

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Design Guidelines
For Dulles Parkway Center II

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Design Guidelines
for Dulles Parkway Center II

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❖ Introduction ❖

Dulles Parkway Center lies southwest of the Dulles Greenway (Route 267), west of Loudoun County Parkway (Route 607), and northeast of Moorefield Station at the western quadrant of the intersection of Centergate Drive and the Dulles Greenway. It is an irregularly-shaped parcel of 40.25 acres, and with the exception of a gas station and convenience store, the lots surrounding the property are vacant.

The Community Vision

Dulles Parkway Center II has been designated as a Transit Oriented Development (TOD) area and as such, will be linked with a transit station by bus service through the property and via sidewalks and trails in addition to being located close by the proposed future Metro station along phase II of the Silver Line. The vision of the community is one where access and mobility compliment architecture design and a natural environment; where commercial and residential development tightly co-exists in harmony; where people interact with their neighbors, walk or bike to amenities, and share their talents to strengthen the sense of neighborliness. Its pedestrian-oriented design will incorporate and accentuate a varying array of upscale residences and shopping, entertainment and cultural offerings, attractive public spaces and community focal points.

Community Design and Character

With the future terminus of a Metrorail station located in adjacent Moorefield Station, coupled with bus transit service conveniently accessible within the community, Dulles Center Parkway II will provide an attractive and varied assortment of transportation alternatives only a minute's walk away for those working and living in and around the community.

In addition to Moorefield Station, Dulles Parkway Center II is also located in close proximity to Loudoun Station, and has been envisioned as a community with complimentary uses and design. Its mixed-use development incorporates residential, office, and commercial retail and service uses. In some cases, residential, retail and office uses will be commingled in the same building, such as a retail store located on the ground floor with a residence or office space located above. Various recreational amenities will be provided such as informal parks, a specialty park, open areas, a pedestrian plaza (Lot 8) and a community recreation facility.

Centergate Drive, extending from Loudoun County Parkway and gently curving through the community to connect with Moorefield Station, will provide leisurely, convenient access throughout the residential and office/retail spaces incorporating specially marked sidewalks and crosswalks for pedestrian and bike access and safety. Along this drive will be focal points, pedestrian paths and sidewalks, enhanced landscaping, as well as a pedestrian plaza. More than a pass-through, the design of Centergate Drive will be welcoming to visitor and owner alike; an area destination. With varied scales of building and public spaces, Dulles Center Parkway will reflect architectural interest complimented by stimulating natural surroundings.

Transit Oriented Development

Planned are several phases of construction which incorporate the availability of transportation (bus) services into this mixed use, high density community. Essential to this design is its tie to adequate transportation, thus 0.6 Non-Residential Floor Area Ratio (FAR) is permitted in the existing Dulles Greenway/Route 772 interchange. Bus service will tie Dulles Center Parkway into the county transportation network thus providing up to a 1.0 Non-Residential FAR and up to 32 units per acre.

Phase 1 (A&B) prior to the availability of bus service, is planned to have up to 170 multifamily residential units in Lot 8 (Inner/Outer Core) and up to 130 multifamily condominium units in Lot 12 (Outer Core) (Not to exceed 300 units total in Phases A&B). Additionally, Phase 1 is planned to include up to 475,000 sq. ft. of office and retail space (Lots 9 and 10). With the inclusion of bus service in Phase 2 (C), an additional 324 multifamily residential units are planned in Lot 8 (Outer Core). Phase 2 would also include between 30,000 - 60,000 sq. ft. of commercial office space in Lot 8 (Inner Core) and between 220,000 -540,000 sq. ft. of office and retail space in Lots 9 and 10 for a total maximum of 250,000 – 600,00 sq. ft.

Purpose and Intent of Guidelines

The purpose of these design guidelines is to identify criteria which will promote and maintain a high quality of community appearance while balancing the interests of both residential and commercial property owners. The emphasis of Dulles Parkway Center II is one of peaceful urban activity. Many buildings are set close to the street and sidewalks welcome a casual stroll for the resident, employee, and retail patron. Benches and landscaping will create a pleasant ambiance while lighting provides an all-important undertone of safety.

This document will serve to provide a coordinated approach and direction which will ensure compatibility and cohesiveness between and among project relationships while providing a level of flexibility in design. In essence, it serves as a design tool in communicating both a current and future community 'vision'.

The content here is intended to convey an overall design framework for use by builders, property owners, architects, landscape architects and civil engineers in their design of buildings and landscape which will compliment and enhance the surroundings. It provides an informational framework from which detailed design solutions can be prepared and submitted to a Covenant Committee or Initial Construction Subcommittee (ICS).

In keeping with the development and changing needs of this community, and so as to continually ensure appropriateness, the design criteria contained in this document is subject to change or modification from time to time by the Covenant Committee.

❖ Design Review and Approval Process ❖

In establishing Dulles Parkway Center, Inc. (the "Association"), Miller and Smith at Dulles Parkway Center, L.L.C. (the "Declarant") has filed Articles of Incorporation with the Virginia State Corporation Commission, adopted bylaws governing the operation of the Association and has recorded a Declaration in the land records of Loudoun County that contains covenants and easements binding all Lot Owners.

Architectural Control, including approvals, changes, and other related aspects of design standards and controls are described in Article 7 of the Amended and Restated Declaration. Article 8 contains Use Restrictions and Protective Covenants for the property.

During the Declarant Control Period, the Covenant Committee (the "Committee") exists, but operates through an Initial Construction Subcommittee ("ICS"). The Committee/ICS primarily handles matters involving proposed initial improvements on Lots under development.

Additionally, the Declarant may also choose to establish a Modifications Subcommittee and a Rules Enforcement Committee, as it deems necessary or appropriate.

The Covenant Committee

The Committee/ICS reviews proposed initial construction of any structure on the Lot. In the absence of an established Modifications Subcommittee, the Committee or ICS may also review and approve proposed visible additions, alterations or modifications to existing structures or features on the Lot. The Committee/ICS reviews possible violations of the Rules and Regulations adopted by the Covenant Committee or the Board of Directors and recommends appropriate enforcement action. Owners charged with violations will be given notice and an opportunity for a hearing before any decision on imposition of any penalty. Penalties may include monetary charges, abatement of the violation, or suspension of voting privileges.

These procedures may be amended from time to time, as appropriate, to respond to the needs of both the Committee/ICS and Lot owners for a timely and effective design review process.

Design Guideline Application

These Design Guidelines are applicable to the exterior portions of the Property governed by the Declarant. The Design Guidelines should be read by builders, designers and property owners so that they will be familiar with the procedures and design requirements prior to starting preliminary drawings. No actual external project construction can begin before all approvals are obtained in writing from the Covenant Committee/ICS. The Declarant strongly encourages seeking and gaining Covenant Committee/ICS approval for preliminary plans so as to ensure that appropriate designs and other factors have been considered. It is mandatory to obtain Committee/ICS approval on final development plans before beginning construction.

Any significant new exterior construction, building expansions, additions or

modifications or any substantial new landscape work conducted after the initial building construction and landscape installation is completed is subject to the requirements in this document, including Covenant Committee/ICS review and approval procedures.

These Design Guidelines are meant to supplement the zoning documents, the proffers, and the amended Dulles Parkway Center Concept Development Plan(s) as approved by Loudoun County. Loudoun County zoning ordinances, as applicable, may have specific design or permit requirements not addressed in these guidelines.

Plan Submittal and Approval Process

The initial construction review by the Committee/ICS may consist of three (3) stages:

1. Pre-Design Briefing
2. Preliminary Plan Review and Approval
3. Final Plan Review and Approval

Each stage may require a conference with the ICS. All required submission documents must be furnished with five (5) copies to the ICS at least fourteen (14) days before a scheduled meeting. A twenty-one (21) day review period is provided for each stage once a complete submission package has been received by the ICS. At its discretion, the ICS may compress or combine the stages at the request of an applicant in order to expedite the initial construction review process. At any stage of the review process an applicant's submission may be rejected. If a revised submission is again rejected for failure to comply with instructions and requirements imposed by the ICS during the prior review stages, then reasonable costs incurred by the Association for subsequent review may be assessed against an applicant.

1. Pre-Design Briefing

If requested by the applicant, the ICS will review the Design Guidelines with the applicant and provide comments and guidance with respect to the proposed use of a Lot and the development of preliminary design concepts.

To the extent possible, the applicant is requested to provide, in advance, any information which would assist in understanding the proposed development, including the following items:

a. Proposed size and configuration of buildings
b. Potential number of employees
c. Proposed submission and construction timetable
d. Proposed phasing and expansion of development, as applicable
e. Proposed materials to be used

2. Preliminary Plan Approval

At this stage the ICS will review detailed Development Plans.

Preliminary Site Plan

Submit a Preliminary Site Plan showing the relationship of all improvements to be

constructed on the Lot. These include but are not limited to: accurate description of the property, location of utilities including transformers, existing and proposed grades at two-foot contour levels, finish grades or elevations for all main structures, limits of clearing, detailed erosion control plan for pre-construction, construction and post-construction phases, location of all structures, surface and structured parking facilities with driveways, service areas and ground mounted utility equipment. All planned expansions for buildings, parking lots and other Lot development features should be clearly delineated. Incorporate a "Site Data" table on the Site Plan which includes but is not limited to the following: Building footprint and total building area in square feet; maximum floor area allowed by the Lots' FAR (ratio of total floor area to total land area); open space and landscape area in square feet; parking counts expressed in both required and provided. (minimum scale: 1"-30').

Conceptual Architectural Elevations and Plans

Submit Conceptual Architectural Elevations and Plans at an appropriate scale to clearly indicate the placement, massing, and dimensions of all proposed buildings and structures. Building elevations must depict the proposed structure from all sides. The applicant must delineate proposed building details, to the extent available, including: windows, doors and other fenestrations, proposed exterior finish materials and colors on sample boards, and location and size of roof-mounted equipment (minimum scale: 1/8"=1'.O"). Additionally, the applicant should provide a perspective rendering depicting the primary elevation of the principle structure as seen from ground level.

Preliminary Landscape Plan

Submit a Preliminary Landscape Plan which includes the following information:

- Identification of all trees 6" or larger to be preserved;
- Type, size, and location of all plant materials to be installed;
- Location of irrigation system(s),
- Location of site walls and fences to be constructed and their construction materials;
- Identification of site furnishings, sculpture or other special features;
- Exterior light locations, type of fixtures, methods of installation and sources of illumination;
- Sign location, size, face design, colors, materials, and methods of installation (minimum scale: 1 "= 30').

Schematic Architectural Plans

Submit Schematic Architectural Plans showing layouts, elevations, sections, roof plan, fences, utilities, services and a complete description of all exterior finish materials, include texture and colors. Additionally, the applicant should provide a colored perspective rendering depicting the primary elevation of the principal structure as seen from ground level (minimum scale: 118"= 1'.0").

Detailed Parking and Traffic Management Plan

Submit a Detailed Parking and Traffic Management Plan for the site including the total number of parking spaces, vehicular routing, visitor's parking, access and parking for service vehicles and, as applicable loading docks and loading ramps.

Preliminary Engineering Plans

Submit Preliminary Engineering Plans indicating proposed mechanical, structural and civil engineering improvements including paving and drainage, sewer, water, gas, and telecommunications network or other special service requirements. Preliminary Engineering Plans must be coordinated with Site Plan to portray conflicts with existing vegetation.

Preliminary Recycling Plan

Submit a Preliminary Recycling Plan indicating location and facilities to be provided for the purpose of removing and/or recycling waste material.

Lot owners may choose to skip the preliminary review and proceed to Final Plan Review, HOWEVER, if a Lot owner makes such an election, the owner should be fully aware that a portion or portions of their program may be rejected.

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3. Final Plan Review

The purpose here is to review the plans and documents that constitute the final construction program for a Lot. The Final Plan should address or incorporate all comments made at the previous stages of review and county or other governmental agency's comments. It should be submitted to the Committee/ICS prior to submission to Loudoun County for approval. Upon obtaining written final Plan approval from the ICS, the applicant may submit plans to Loudoun County and/or other governmental agencies for final site Plan approval and Architectural plans for building permits.

Final Site Plan

Submit a Final Site Plan showing the relationship of all improvements to be constructed on the Lot. These include but are not limited to:

- An accurate description of the property;
- Location of utilities including transformers;
- Existing and proposed grades at two-foot contour levels, finish grades or elevations for all main structures;
- Limits of clearing;
- A detailed erosion control plan for pre-construction, construction and post-construction phases,
- Location of all structures, surface and structured parking facilities with driveways, service areas and ground mounted utility equipment.

All planned expansions for buildings, parking lots and other Lot development features should be clearly delineated.

Incorporate a "Site Data" table on the Site Plan which includes but is not limited to the following: Building footprint and total building area in square feet; maximum floor area allowed by the Lots' FAR (ratio of total floor area to total land area); open space and landscape area in square feet; parking counts expressed in both required and provided. (minimum scale: 1"= 30').

Final Landscape Plan

Submit a Final Landscape Plan including all landscape improvements as well as:

- A detailed site and tree protection plan during construction period;
- Identification of all trees 6" or larger to be preserved;
- Type, size, and location of all plant materials to be installed;
- Location of irrigation system(s);
- Location of site walls and fences to be constructed and their construction materials;
- Identification of site furnishings, sculpture or other special features;
- Exterior light locations, type of fixtures, methods of installation and sources of illumination;
- Sign location, size, face design, colors, materials, and methods of installation (minimum scale: 1"= 30').

Final Architectural Plans and Specifications

Submit Final Architectural Plans and Specifications with a final materials and a color display board(s) (minimum scale: ¼"=1'.O").

Final Transportation Management Plan

Submit a Final Transportation Management Plan indicating the phasing of future improvements to be constructed.

Detailed Plan for Temporary Construction Facilities

Submit a Detailed Plan for Temporary Construction Facilities and arrangements to include the identification and location of proposed temporary offices and signage, storage, construction fences, construction parking and staging, access to the construction site and utilities (minimum scale: 1"=50').

Final Engineering Plans

Submit Final Engineering Plans indicating proposed mechanical, structural and civil engineering improvements including paving and drainage, sewer, water, gas, and telecommunications network or other special service requirements. Final Engineering Plans shall be coordinated with Site Plan to portray conflicts with existing vegetation.

Final Recycling Plan

Submit a Final Recycling Plan consistent with all applicable County requirements, if any.

Title Block Information

All Submissions must contain the following basic title block information:

- Applicants name
- Project title and address
- Consultant names, addresses and phone numbers
- Drawing title
- Scale
- North arrow
- Revisions and date block

Review Criteria

The ICS will use the Design Guidelines as the basis for reviewing each applicant's submission. Every application will be reviewed carefully, in a professional manner, and with special consideration for individual site conditions.

Variances

Any variances or deviations from the Criteria which could be granted will be considered unique and will not set any precedent for future decisions. All such variance requests will be reviewed on an individual case by case basis and any determination will be governed by the ICS.

Liability

The Covenant Committee or ICS will not be held responsible for the following as a result of the review process:

- The structural adequacy, capacity or safety features of the proposed improvements or structure.
- Soil erosion, uncompactable or unstable soil conditions.
- Compliance with any or all building codes, safety requirements, governmental laws, regulations or local ordinances

Construction Document Submittal and Review

Upon obtaining approval for construction from Loudoun County, or other governmental agencies, an applicant will submit two (2) sets of complete working drawings and construction specifications to the ICS highlighting County or municipality imposed changes for confirmation that they are consistent with the approved design. The Applicant should red-line changes that deviate from the ICS's approved design drawings. The ICS may request a meeting with the applicant to discuss any significant deviations between the final design plans approved by them and that which was approved by the County.

If the ICS determines the working drawings and construction specifications conform to the approved final design, it will return a set of plans marked "*In Compliance with Dulles Parkway Center Design Guidelines*" to the applicant. Additional correspondence may also be sent to the applicant confirming this approval.

Modifications Review

The ICS, or a second Subcommittee of the Covenant Committee - the Modifications Subcommittee (if established) - will review plans for visible additions, alterations or modifications to the exterior of existing improvements to ensure quality compliance and compatibility of the design of all proposed improvements. Like the initial construction process, the modifications review process consists of several stages which may require a conference with the Modifications Subcommittee. The modifications review process may also be abbreviated.

Process of Review

The process of review will be developed and administered by the subcommittee. Applications for review must include the following items:

- A description of the proposed change
- The structural adequacy, capacity or safety features of the proposed improvements or structure.
- A site plan depicting the location and dimensions of the existing structure(s) and the proposed improvement
- Architectural Plans
- Landscape Plan
- Materials and color samples to be used if color changes are planned

The Subcommittee may require any other information necessary to determine the consistency of proposed improvements with the design standards. At a minimum, any request for approval of a visible addition, alteration or modification must be submitted to the ICS to the Modifications Subcommittee prior to submission to Loudoun County or other governmental organization for approval.

Materials Sample Boards

Proposed materials, exterior finishes and colors shall be submitted as outlined in the Plan Submittal and Approval Process. Provide samples secured to boards of nominal 24" x 36" size substantial enough to retain configuration with materials attached. Submit catalog cut sheets of proposed light fixtures. Include manufacturer's specifications, photos, color chips or any other information deemed appropriate to convey usage or application.

Post Construction Survey and Certification

Following construction, a final on site review will be made of the completed improvements. Present at this final walk-through should be representatives of the Lot Owner, the ICS and Contractor(s) responsible for the construction of improvements. Final approval will be granted in writing by the Covenant Committee/ICS upon inspection and determination of compliance with the approved Final Construction Documents.

A survey of "as built" conditions must be completed and submitted to the Subcommittee ten (10) days prior to the Final Inspection showing the following items:

1. Property corners
2. Easements and rights-of-way
3. Building corners
4. Architectural and Engineering plans
5. Other improvements, such as driveways, parking areas, screened enclosures, underground utilities, including water, gas, electrical, sewer, storm drainage and communications network.
6. Landscape plans showing plant material species as installed
7. Automatic irrigation system plans delineating main lines, sleeved paved area crossings, lateral lines, head locations and control equipment with station nomenclature as installed.

The Applicant will submit "as builts" to the Subcommittee on reproducible copies for filing in the Association Records. Lot Owners, or their engineers, architects and landscape architects, will certify that "as built" drawings are an accurate statement of conditions in the field. In addition, Lot Owners or their representatives will provide a set of "as built" drawings to the Covenant Committee.

Each owner, lessee or occupant of any Lot will his premises, buildings, improvements, and appurtenances in a safe, clean, neat and sanitary condition and will comply with all laws, ordinances, and regulations pertaining to health and safety.

No buildings or other improvements will be permitted to fall into despair, and each improvement will at all times be kept in good condition and repair and adequately painted or otherwise finished.

All access drives, parking lots, curbs, and other structures will be kept in good repair and free of debris and litter. All pedestrian areas and private roadways that are not treated by the Association must be plowed and sanded during the winter months when required to provide dependable safe access.

❖ Standards ❖

SITE DEVELOPMENT

The location and design of buildings and site improvements are key in establishing the overall character and function of Dulles Parkway Center. Important site development considerations include the placement of buildings on the Lot, the percentage of the Lot covered by buildings and parking areas, vehicular and pedestrian circulation, lighting, landscaping and signage.

Existing Vegetation

It is the intent of the Association and Covenant Committee/ICS to have each property owner preserve all trees of 6" caliper and larger wherever possible. By citing buildings and related improvements in such a way as to preserve the greatest number of specimen material and by establishing elevations of parking lots, finished floors and other engineering requirements as close to natural grade as feasible, this goal can better be achieved. Due consideration will be given to designs that maximize the preservation of existing vegetation.

Lot Coverage

Lot coverage will be considered on an individual basis by the Covenant Committee/ICS when a site plan is submitted for approval. As a recommended guideline, no more than eighty percent (80%) of any Lot may be covered by buildings and paved areas. Site plans will be reviewed to assure that there is adequate space for access, parking, off-street loading, internal circulation, landscaping, and utility easements, as well as for protection of the aesthetic character of Dulles Parkway Center.

Access and Parking

Efficient and safe vehicular movement is a fundamental objective. Emphasis should be placed on developing a clearly organized system of vehicular circulation that is pedestrian friendly. Incorporating the use of parallel parking along portions of Centergate Drive will provide convenient access for shoppers, residents, and office employees. General access parking should also be convenient and adequate while parking garages should be designed and positioned so as to minimize their impact on the visual appearance of the community, as well as on adjacent streets and sidewalks.

Parking Criteria

All parking, loading, and unloading areas must be sufficient to serve the business being conducted on each Lot without using adjacent streets or parking lots. The Loudoun County Zoning Ordinance parking requirements will dictate the maximum number of parking spaces required.

The total land area necessary to accommodate the required parking must be shown on the submitted site plans.

Parking Lot Location and Layout

All parking lots located on the Lot must be separated into bays which must be no longer than one hundred eighty (180') feet and a minimum fifty-six (56') feet wide (face of curb to face of curb.)

All parking bays must be separated by a mounded landscape strip at least nine (9) feet wide (face of curb to face of curb). Not more than twenty (20) car spaces may be continuous without a nine (9) foot by eighteen (18) foot landscape island which is graded to a minimum height of ten inches (10") above the adjacent top of curb.

No parking or vehicular surface will be within twenty (20') feet of a building except for drop-off, loading zones, and handicapped parking unless approved in writing by the Covenant Committee.

Access Drive

Curb cuts have been established as part of the major roadway improvements. Access drives should be separated from parking bays by landscaped areas no smaller than twenty (20') feet wide.

Materials

All drives and parking areas must be paved with bituminous asphalt or approved equivalent. A continuous concrete curb must be provided around all parking and roadway areas.

Curb Markings

All curb markings required to control stopping or parking are to be stenciled in 3" letters on the face of the curb. All copy on natural curbs is to be white. Copy on yellow curbs is to be black.

Grading and Drainage

Overall site grading will largely determine the degree to which a new development visually fits into the landscape and how effectively the Lot sheds storm water. For these reasons, site grading and drainage are key concerns of these Design Guidelines. Changes to existing topography should be minimized on all Development Lots and should be done in a manner that respects the gently rolling topography of the existing landscape while minimizing loss of existing vegetation. Special attention should be given to providing smooth grading transitions between neighboring Lots and roadways.

Excess runoff from the Lot must be minimized. Concentrated drainage across walkways and other pedestrian areas is not permitted. Drainage across driveway entry is to be avoided.

Maximum and Minimum Slopes

Unless precluded by rock formations, graded slopes to receive grass may not exceed three to one (3:1). In special applications, slopes to receive groundcover may not exceed two to one (2:1).

Preservation of Natural Features

The natural features of Dulles Center Parkway II are a critical component. The incorporation of natural focal points, informal green spaces, picnic areas, and enhanced landscaping along the water's edge will be essential in this urban development. Existing topographic features (i.e., wetlands, knolls, major swales, etc.) must be preserved wherever possible. The amount of site disturbance created through grading should be minimized to protect existing mature tree cover and vegetation.

Storm Water Management

All properties must be subject to a project-wide storm water detention system and contribute their pro-rata share of the cost.

Service and Storage Area Screening

All service recycling containers and storage areas, (including those intended for refuse storage) must be sited and screened in a manner so as to not be visible from all public areas, such as public roads, plazas, walks and adjacent Lots. Equipment, materials, supplies, vehicles, finished or semi-finished products, or similar items must not be stored outside of buildings or exposed to view from adjacent properties, parking areas, streets or pedestrian trails.

Loading and service areas must be integrated into the building's architecture. Screening walls will be constructed to match the architectural design. All storage, loading, or service areas must be located only in the side and rear yards of the building. Exceptions will be considered for buildings that have multiple road frontage.

Dumpster enclosures must maintain the minimum clearances required for servicing dumpster units without damage to the enclosure and allow for easy access to recycling bins. In addition, concrete pads must be installed in front of dumpsters to prevent asphalt damage by garbage trucks.

❖ Standards ❖

ARCHITECTURAL

General Provisions

The purpose of the Dulles Parkway Center II architectural guidelines is to encourage aesthetically pleasing buildings that are in harmony with the overall scheme of development of Dulles Parkway Center. Design should reflect the 'urban feel' of the community with buildings placed closed to the streets and the natural surroundings accentuated, to the extent possible.

Open space, plazas and informal green spaces within a community offer an array of opportunities for community interaction. Design should respond to the surrounding architecture and relate to the uses at the street level. Informal parks should be designed as focal points and should be easily accessible.

Storefronts are an important component of the community. Coupled with planters and abundant outdoor seating and furnishings, the design should increase visibility and enhance connections to the sidewalk as well as create pedestrian interest. Buildings should complement adjoining structures and reflect a high level of creative design, vibrancy and architectural quality.

Dulles Parkway Center II will incorporate low-rise residential construction, typically four-stories, which will face streets, civic spaces and informal green spaces. Buildings should have well-defined, properly oriented, pedestrian-friendly entrances complementary of an urban design and with high visual appeal. Retail and residential uses should have a complementary scale, yet be easily and clearly identifiable from the other.

Building Configuration

Building entry areas must be articulated and express greater architectural detail than other portions of the building. Building entries should be designed at a pedestrian scale, to attract and invite patrons, office workers and residents. Buildings should blend with the existing landforms, emphasizing horizontal lines in configuration, massing and fenestration. Parking should be located away from general view, to the extent feasible.

The use of trellises and awnings is encouraged and should be used to help the building flow and to encourage a comfortable walking environment for pedestrians. Subtle designs and colors should accentuate the building exterior as well as provide visual interest.

Large, expanses of uninterrupted facades are discouraged. The commercial core must be compatible with the community and complement, not compete with surrounding developments. Building elevations should incorporate varying offsets, undulations, and variety in surface patterns.

Building Design

Apartment and Condominium Buildings: Entrances to units and/or the building should be at street level or through a combination of street/ podium lobby directly accessible from the street. The main entrance to each ground floor dwelling should be directly from the street. Secondary access may be through an elevator and corridor. Living spaces (e.g. living room, dining room, etc.) should be oriented toward the fronting street or courtyard, to the extent possible. Service rooms should be oriented backing to side-yard, service yards and rear yards. Buildings located at a block corner should have two primary facades. Buildings may contain any of three dwelling types: flats, stacked townhomes, and lofts.

Commercial and Professional Office: Dulles Parkway Center's office buildings may offer an alternative to the monotonous design and single use of suburban office parks. Office space is anchored around Centergate Drive. Additionally, some of the buildings in Dulles Parkway Center are envisioned to house commercial, service and restaurant uses on their ground floors. Retailers and service providers should have the freedom to express the uniqueness of their particular stores but are expected to tailor their designs to the overall design of the development. These guidelines should ensure that the commercial buildings should contribute to the overall quality of the development.

The following architectural elements shall be encouraged:

- A strong base
- Varying window treatments and patterns
- Integrated wall and roof elements that screen mechanical equipment
- Sloped roofing of shingles, wood shakes, simulated slate or other materials
- Building front walls of face brick, stone, pre-cast or wood, with masonry accents. EIFS is allowed as an accent material.

Parking

The design of parking structures is encouraged to complement the architectural style of the surrounding buildings. The structures should neither be over designed as to draw more attention to them, nor display sparse unpleasing facades. When possible, the structure should be hidden from Centergate Drive by other buildings, providing clear signage to direct the driver and pedestrian to the parking garage.

The following architectural elements shall be encouraged:

- Minimized exposed façade with landscaping screening techniques, to the extent feasible.
- Screen parked cars with railing in lieu of solid walls
- Aesthetically designed stairs and elevator cores
- Details to minimize building bulk and break up long facades
- Compatible style with surrounding buildings

Building Skin

A wide array of materials will be permitted in Dulles Parkway Center, and should be chosen for durability and permanence, as well as harmony with the natural environment. Building materials should reflect cohesiveness and not detract from design.

There must be a minimum of two (2) and a maximum of four (4) facade materials (excluding fenestration materials). One of these materials must be visually dominant and comprise over fifty (50%) percent of each building elevation. Buildings may incorporate such materials including, but not limited to, brick, split-faced block, concrete tile, and real or simulated wood. The use of standard concrete masonry block as an exterior material shall be strongly discouraged.

The use of the building materials in related landscape elements such as retaining walls, pedestrian plazas, and sculpture should have a stimulating appeal and add visual interest.

Exterior Color

A single color must comprise over fifty percent (50%) of each building elevation. This dominant color must not be a primary color. Two complementary accent colors may be permitted on wall and roof surfaces. The use of accent colors must not comprise more than ten percent (10%) cumulatively of any building elevation's area.

Plazas, courtyards, patios, and similar exterior areas that are integral to a building must be constructed of materials similar to or compatible with the primary building. Areas contiguous to the structure must be constructed of materials identical to the primary building.

Glazing that blends with and reflects the color of its surrounding, rather than its own color, may be used. Reflective glazing is prohibited.

Dulles Parkway Center should have consistent streetscape furniture including, but not limited to, benches, bike racks, trash baskets, newspaper dispensers, bike racks, kiosks, and telephones. Outdoor furnishings should be low maintenance and selected for their durability and theft-resistance. All furnishings should be complementary to building design and architecture and of a single color theme and type.

Satellite Dishes and Antennas

Satellite dishes measuring more than 3.5 feet in diameter are prohibited. Satellite dishes and any other public antennas must be screened from view.

Utilities and Mechanical Equipment

All new utility lines must be placed underground or otherwise out of view. All transformers, meters and valves are to be installed in underground vaults or otherwise screened.

Mechanical, electrical, optical, electronic and telecommunications equipment attached to or mounted on a building must be located out of view from public areas. Such equipment should be grouped together in an orderly manner, and screened using materials that are the same or compatible with the overall treatment of the building exterior.

Items such as, but not limited to, ground-mounted HVAC equipment must be carefully placed, screened, and landscaped to reduce their impact on adjoining areas.

Unreasonably loud noise (except for security devices) from mechanical equipment that would adversely impact adjacent Lots and public areas will not be permitted. No window-mounted mechanical systems will be permitted.

Delivery and Vendor Boxes and Machines

No delivery pickup boxes, newspaper boxes or vending machines can be placed on the exterior portion of any Lot. All delivery pickup boxes (i.e., FedEx, UPS), newspaper boxes and vending machines must be located within the interior of the buildings.

❖ Standards ❖

Building and General Construction

The purpose of the following guidelines is to set certain standards for construction activities at Dulles Parkway Center in order to maintain an attractive, nuisance-free setting and minimize the adverse impact of construction-related activities. An applicant must conduct construction activities with diligence and should strive to complete such construction activities in the shortest time possible under the circumstances. The applicant must also conduct its construction activities in a manner that will not unreasonably interfere with the use and enjoyment by any adjoining property owner (or such owner's lessee) of its premises. All construction shall conform to current Loudoun County, Loudoun County Sanitation Authority (LCSA), and Virginia Department of Transportation (VDOT) standards and specifications.

Additionally, the information contained herein will be applicable to owner of any Lot, to such owners' tenants whether or not in occupancy, and such owners' (or tenant's) employees, agents, visitors, guests, invitees, contractors or licensees.

The Association reserves the right to alter, amend, modify, repeal or revoke these regulations and any consent or approval given hereunder at any time by resolution of the Association or the Board of Directors; provided, however, that such change shall not be retroactive.

Pre-Construction Conference

The applicant **must** notify the ICS thirty (30) days prior to start of construction. The applicant should call a pre-construction conference to be held with the general contractor, subcontractor, applicant's design consultant(s), a representative of the subcommittee, and representatives of applicable utilities and services companies. Phasing and responsibilities will be identified to coordinate utility connections, grading and drainage, tree relocation and preservation, and the interface of existing roads with new access drives and walks. A thorough and complete orientation of construction policies and procedures must be conducted.

The owner and contractor shall meet with the ICS prior to commencement of construction on a Lot for.

An owner must post a building permit on the job site prior to commencement of construction.

Equipment Access and Materials Storage

Access to each construction site must be limited to two locations from a public right-of-way or access route approved by the Covenant Committee/ICS. Mud, dirt, or other surface debris deposited on public or private roadways must be removed daily to avoid an unsightly appearance. Construction equipment will not be parked or stored on public or private roadways. The area designated for storage of equipment and materials must be in a location that is screened and made visually unobtrusive from the roadway and adjacent properties.

Temporary Structures

No temporary buildings or other improvements of a temporary nature, including portable offices, trailers, incomplete buildings, tents or shacks, will be permitted on the Lot, without prior written approval of the ICS, or one of its designated subcommittees. Temporary structures which have been approved by the Covenant Committee, ICS or designated subcommittee, must be maintained in good repair and arranged in a compact and organized manner on the construction site, and will not be allowed for more than twenty-four (24) months. Temporary facilities must be situated in a manner that is not obtrusive or unsightly when seen from the street or adjacent properties. All temporary structures and portable facilities must be removed within thirty (30) days after issuance of an occupancy permit.

Temporary Utilities

All temporary utilities on the Lot must be contained in a single, unobtrusive alignment. Distribution to the various areas of construction must be from an approved on-site location.

Temporary Facilities and Engineering

The contractor will limit the location of field offices, staging areas, vehicle parking and other site facilities to the actual Lot where the building is to be constructed unless prior written consent is provided by the Association. No signage and no other locations may be used for these purposes without the prior written consent of the ICS.

The contractor will obtain all water necessary for work to be performed on a Lot or within the common areas at the contractor's sole expense. No owner or contractor is permitted to dig wells or tap streams, ponds, existing hydrants or other water sources.

An owner or contractor, at such owner or contractor's expense, will provide all temporary connections and local distributions for electric power, light and telephones. No method of service and location of such temporary connections may be made without the prior written consent of the ICS.

An owner or contractor, at such owner or contractor's expense, will install and provide all portable sanitary facilities. Such sanitary facilities must be self-contained, approved by the appropriate governmental health agencies and comply with all applicable governmental health regulations.

Protection of Existing Utilities

An owner or a contractor **must** take all necessary precautions to protect all existing utilities, services, roads, curbs and gutters in the vicinity of the Lot in which work is being performed.

Upon award of contract the contractor will establish contact with all concerned utility companies.

Before proceeding with any proposed construction in proximity to electric, telephone, gas, water, or liquid petroleum lines, an owner or contractor must give reasonable advance notice to the ICS and arrange to have a representative of the appropriate utility company on site during such construction.

The owner or contractor must notify the Association of any proposed connections to existing utilities, drainage, irrigation lines, existing pavement and any other common area facilities that are in existence prior to the tap or connection being made.

The owner or contractor must obtain the approval of the ICS prior to any emergency use of existing utilities or irrigation lines or other common area facilities at least twenty-four hours prior to use. Approved use will be at the expense of the owner or contractor. The Association's approval is required for any contractor or subcontractor that is to perform work on any common area facility system.

All driveway curb cuts and median breaks must be coordinated with and are subject to the approval of the ICS so as to protect against damage to any Common Area irrigation, utilities or underground power systems. Any damage caused by this construction must be repaired and completed as soon as possible after approval from the Association. All costs for this work will be paid by the owner or contractor.

Parking and Traffic Control

No storing of vehicles, materials or equipment is permitted in the common areas or road rights-of-way areas. A temporary parking lot will be constructed for all construction and employee parking.

Contractors will use only ingress and egress points and access routes approved by the ICS and will confine all vehicles to roadways approved for such traffic and coordinate all access with the ICS. The contractor must develop procedures for the safe ingress and egress of all vehicles to and from the site and shall cooperate and coordinate with the ICS in establishing and implementing such procedures.

The contractor will use only haulage roads designated by the ICS. If new haulage roads are required in connection with the contractor's work, the contractor shall, subject to the approval of the ICS, build such temporary roads at its sole expense. The contractor must ascertain the weight limits of all on-site roads and is not permitted to use the road to move any equipment or vehicles or carry any loads in excess of these limits. The owner and contractor must comply with all state agency standards and requirements for all roads once accepted by such agency into the state road system. If any damage occurs to existing or newly-constructed permanent hard surface roads as a result of contractor's use of such roads, contractor will be required to immediately repair such damage at its sole expense to the complete satisfaction of the ICS.

As permitted by VDOT, demarcation of crosswalks through paint striping, textured pavement or alternative materials shall be encouraged.

Signs

All signage, whether temporary or permanent, including without limitation signs advertising the general contractor, subcontractor, source of financing, real estate sales or leasing must be reviewed and approved by the ICS prior to installation.

All projects under construction will be identified using special project information signage. This signage may describe the project and list the names of the participating developer, general contractor, architects, landscape architects, engineers, contractors, and the financial institution. Temporary construction signs may not be illuminated.

No other construction project signs will be allowed on the site without prior approval of the ICS.

Environmental Protection

The owner or contractor will take erosion control measures which will protect the existing storm drainage system and will submit an erosion control plan to the ICS prior to commencing construction.

A contractor will confine work to the areas specified in drawings and specifications approved by the ICS and will protect all trees, shrubbery and foliage unless removal is authorized in the plans approved by the ICS. Trees to be saved will be marked with yellow ribbons; clearing limits will be flagged in white. Any trees identified with yellow-ribbons or shrubs appearing within the white-marked clearing limits cannot be removed. If trees or shrubs which are within the clearing limits are removed or damaged, the owner or contractor will, at the ICS discretion, (i) replace the tree or shrub with a tree or shrub of similar quality and size, or (ii) pay damages to the ICS for the full value of the item damaged as appraised by a qualified landscape nursery selected by the ICS. All trees must be appropriately barricaded, armored or protected based on ICS prior review and approval.

If the owner or contractor uncovers any structure, artifact, human or animal remains or other thing of probable historical or archaeological value during any excavation at the site, the owner or contractor **must** immediately cease work in the vicinity of such discovery and notify the ICS.

No blasting is permitted without the prior written approval of the ICS. All approved blasting must be in compliance with local, state and federal requirements, including those requirements of the Loudoun County Fire Marshall and the Virginia Bureau of Alcohol, Tobacco and Firearms (ATF). Special emphasis is to be placed on avoiding damage to trees, adjacent buildings and utility systems. An owner or contractor **must** obtain any required permits for blasting prior to performing the work.

Construction Debris

Construction debris must be totally concealed during construction by locating it in a visually screened place and must be removed on a regular basis. Open burning of debris is strictly prohibited. No hazardous materials can be buried on-site or anywhere on Dulles Parkway Center. It is the responsibility of the Lot Owner to ensure that the construction site is kept free of unsightly accumulations of rubbish, loose trash and scrap materials. As

previously noted, construction materials, trailers, temporary facilities, and the like must be kept in a neat and orderly manner.

Site Management and Final Clean Up

The owner or contractor will protect all adjacent areas and secure areas where work is being performed.

The owner, contractor or its subcontractors will protect and clean up grounds, walkways, parking lots and construction area access, if necessary, on a daily basis. The job site must be left clean and orderly in appearance at the end of each work day. The owner or contractor will install and use wash racks areas, prior to street access, where required by the ICS. Street sweeping on all streets within the construction area as defined by the ICS in approving the construction plans will be done by the owner or contractor in the immediate area as determined by the ICS, on a weekly basis during the excavation, site work and landscape installation phases. Sweeping will be done every two weeks during all other phases of construction.

The owner or contractor will be required to provide sufficient manpower to accomplish all clean up as may be required on a continuing basis; all cleaning equipment is to be supplied by the owner or contractor. No areas are to be designed as trash areas. No accumulation of trash is permitted. All trash must be removed from the site by the owner, contractor, or its subcontractors performing the work. The owner, contractor or its subcontractors will use a "dumpster type" facility which is emptied on a regular basis. The location and installation of the dumpster will be coordinated with and subject to the approval of the ICS.

The owner or contractor will be responsible for the safe and legal disposal of all rubbish, refuse, spoiled vegetation and other waste created by his work. No waste may be left on or disposed of on the site.

With the exception of erosion control risers and berms, the owner or contractor will leave all areas free draining overnight each night. While work is in progress, the owner or contractor will keep storm water inlets and drainage courses open. Areas subject to erosion will be seeded and straw mulched to produce roots and erosion protection.

The owner or contractor will make a final clean up of all parts of the work before final acceptance by the ICS. This clean up will include the removal of all objectionable rock, pieces of concrete and other construction materials, and in general leave the site in a clean, orderly condition.

❖ Standards ❖

LIGHTING DESIGN

Lighting must serve a myriad of purposes in Dulles Parkway Center. From creating an environment of safety and securing to highlighting public amenities, lighting should be practical and respectful of each Lot's visual environment. Lighting should provide a unifying theme and be integrated into architectural and landscape details including tree lights, illuminated bollards, extensive ambient lighting. Lighting should be warm and of high quality. The lighting environment must bring interest while ensuring the safe movement of residents, visitors, patrons and employees. All lighting must meet the Loudoun County Outdoor Light Control ordinance to protect the nightscape.

Exterior Lighting

The illuminance from exterior lighting shall not exceed 0.1 foot-candles anywhere along the Lot's perimeter, measured on a horizontal surface at ground level and, a vertical surface at six feet (6'0"). Exterior lighting fixtures should be located near the roadway or parking access aisles they are intended to illuminate. "High mast" fixtures on poles are not permitted. Fixtures which exhibit good optical control and a hidden light source such as the "shoe box" style are encouraged. If a designer or period fixture is selected which by design, does not provide a shielded source of illumination, a reduced wattage must be specified. Fixtures with reduced wattage should be specified with incandescent lamps in order to maintain a more subtle white quality of light source.

Lamping of exterior fixtures must be specified within the "white" spectrum of light source (i.e. Metal Halide). No High Pressure Sodium, Low Pressure Sodium or Mercury Vapor light sources will be allowed where the fixture is located in such a manner that it is visible from any exterior location on or off the Lot.

Parking Lots

These performance requirements are intended to promote better night visibility in parking lots by reducing glare and the over-lighting which destroys the night-vision adaptation of pedestrians. The design approach should emphasize fixtures scaled to the pedestrian and individual traffic lane, more low-wattage sources rather than fewer high-wattage ones, and efficient optical control of the fixtures' light output. The requirement governing maximum fixture brightness at normal viewing angles can be met by submitting for review photometric tests reports from a reputable independent laboratory (usually available through fixture manufacturers).

The horizontal illuminance at ground level within parking lots shall not exceed two (2) foot-candles. Maintained illuminance values will not exceed the appropriate current recommendations of the Illuminating Engineering Society of North America (IESNA).

Pedestrian Walkways

The selective lighting of on site pedestrian paths for security and safety is encouraged. Fixtures should be selected in scale with the pedestrian, such as the shielded bollard type or equal, which provides strategic "pools" of light on the walking surface. By

spacing the fixtures sufficiently apart, night vision is not compromised. Avoid "black holes" where the absence of any illumination creates a sense of entrapment and loss of security.

On-Site Access Drives

The selection of fixtures for vehicular access drives should be complementary in design to the other usages throughout the Lot.

Building Lighting

Buildings and structures may be floodlighted to provide a softly lit building surface. Installation will conform to the following requirements:

- **Luminance**
  - The luminance of any portion of a floodlight surface should not exceed 1.5 foot lamberts.
- **Light fixtures**
  - Floodlighting fixtures must be located at ground level or behind roof parapets. Ground level fixtures will be appropriately screened and/or landscaped to prevent visibility. Floodlight fixtures shall not be located at roof parapet level in such a way as to be visible from the ground anywhere on site.
- **Decorative Lighting**
  - Bare-lamp decorative lighting shall not be used on the exterior of buildings.
- **Illuminated Signs**
  - Illuminated signs displaying corporate user's logo or name may be located on the building. The design of each proposed sign must be reviewed by the Covenant Committee or ICS to ensure the sign's size is appropriate to the scale of the building on which it is to be mounted and that its luminance is not excessive.
- **Street Lighting**
  - Street lights refers to light fixtures along Centergate Drive, major parking lots and access drives. Street lighting shall be provided on poles with a maximum height of 25' and stationed at consistent intervals to provide adequate illumination.

❖ Standards ❖

SIGNAGE AND GRAPHIC DESIGN

All signage must be reviewed and subject to approval by the Covenant Committee or ICS before the applicant seeks a County sign permit or erects any sign.

Exterior Directory

Exterior directories are not permitted.

Temporary Signs

(See also 'Temporary and Permanent Signage' under Building and General Construction Section)

Each Lot is allowed to display one temporary marketing sign announcing the new construction, leasing or forthcoming improvements. Marketing signs may not be illuminated, but may employ reflective vinyl for graphics.

All projects under construction will be identified using a special project information sign. This sign shall describe the project and may list the names of participating developer, general contractor, architects, landscape architects, engineers, contractors, and financial institution.

No other construction project signs will be allowed on the site without prior approval of the ICS. Temporary Construction Signs may not be illuminated. Marketing signs may not be illuminated, but may employ reflective vinyl for graphics.

Sign Colors

The Covenant Committee or ICS reserves the right to approve or disapprove the color of any signage.

❖ Standards ❖

LANDSCAPE DESIGN AND CONSTRUCTION

General Provisions

Together with building design, the proper planning and design of outdoor spaces are critical in fostering the intended atmosphere of Dulles Parkway Center. The overall landscape concept for this area is to ensure that buildings and related improvements do not overpower the scenic beauty of the natural landscape. This goes far beyond the preservation of existing trees. It also includes new plantings that harmonize with the existing environments while accommodating the development of new buildings and parking lots.

Centergate Drive is intended to have formal street tree patterns with canopy trees located along the road at 25' intervals between the curb and sidewalk with an adequately sized planting strip as shown on Exhibit A. Street trees shall have a minimum branch height of 6'. Flowering trees with low branching habits and evergreens in the right-of-way should be avoided in these planting strips. The details of the planting strips shall coordinate with planting strips provided at the Moorefield Station property.

Plazas and informal green spaces should incorporate seasonal plantings that add visual interest. The use of planters along sidewalks will add appeal, character, and charm. The specialty park should include enhanced landscaping along the waters edge as well as water level access, picnic and seating areas.

Buffers will be designed to promote the use of green space and to maintain the urban setting for corporate facilities while reducing the visual impact of buildings and parking lots from adjacent public areas and buildings. The preservation of existing plant materials and vegetation, the careful placement and selection of new plant materials, and the installation of landscape features will serve to implement an inviting community.

Landscape improvements should reflect specific functional requirements for outdoor eating areas, building entrances, and front yards. Throughout Dulles Parkway Center II, landscaping will be the primary means used to mitigate the visual impacts of parking lots and service areas.

Tree Preservation

The preservation of significant areas of existing woodland vegetation should be a primary concern in the development of Lots, especially within the Buffer Zones. Special care must be taken to retain this important asset. Establishment of a realistic tree preservation program for each Lot is required. Such a program will be coordinated with the tree preservation program for Dulles Parkway Center and conform to the Loudoun County Facilities Standards Manual Section 7.300 and Section 5-1300 of the Revised 1993 Zoning Ordinance.

Buildings, roads, and paved areas must be set back at least ten (10) feet from the drip line of wooded areas to be preserved.

Existing trees in a tree save area that are six (6") inches in diameter or larger, measured at two (2') feet above the existing finish grade, will not be removed without approval by the Covenant Committee or ICS.

The use of wooded areas for passive recreation is encouraged. The concentration of seating and picnic areas at the base of trees should be avoided to prevent excessive compaction of the soil. Tree relocation and new woodland planting should be used to enhance and supplement preserved existing vegetation. The clearing of under-story vegetation, other than selective removal and cleaning of debris, is not permitted except with the approval of the Covenant Committee or ICS.

Building Landscape

Development of an attractive setting for the building and mitigating the visual impact of surface parking lots are of primary importance in the development of each Lot. These guidelines allow considerable flexibility in the design and implementation of landscaping while ensuring a level of compatibility among the Lots.

Areas around buildings should be configured to create "outdoor rooms," such as eating areas and garden meeting areas that extend the interior function of the building into the outdoors. The design of building entrances and of pedestrian circulation from parking lots should receive particular attention. Provision of ample and comfortable outdoor eating areas is encouraged. In all outdoor areas, landscaping should be used to make the spaces more comfortable, as well as make buildings more energy-efficient by blocking wind and providing shade. Plant material selected for use within the Development should be compatible in species with the existing vegetation. [See Master Plant List]

Landscape installation must begin no later than one **(1)** week after building construction has ended, weather permitting. The landscape installation must be completed within sixty (60) working days after commencement, subject to force majeure.

Parking Lot Landscape

Parking lot landscaping will consist of canopy/shade trees in islands, the minimum size shall be three (3) to three and one half (3-1/2) inch caliper measured four (4) feet above the ground. Additional landscaping of islands within parking lots is encouraged. Care should be given to the selection of plant materials which screen and shade the cars while allowing sufficient views of the parking lot for surveillance and safety. Parking lots must be screened from offsite views with plantings that will grow to a minimum height of thirty (30) inches above the top of curb. The effective screening height of plant materials is their anticipated height twelve (12) months after installation. Plant materials used for screening should provide at least fifty (50%) percent effective screening during dormant periods.

When there is more than one bay of parking planned, each parking bay should be separated from the other by a mounded landscape strip at least nine (9) feet wide (face of curb to face of curb). Not more than twenty (20) adjacent car spaces may be continuous without a nine (9') foot by eighteen (18') foot landscape island which is graded to a minimum height of ten (10") inches above the adjacent top of curb. The tree planting requirement as mentioned above, will apply unchanged.

Plant Material Use

The preservation of quality trees and underbrush is encouraged. As such, additional planting shall be installed wherever there has been damage to the existing vegetation during construction or where no vegetation previously existed. The use of plant materials which are compatible with existing native species is encouraged. Avoid the use of exotics in the selection of plant material or plants, shrubs or trees which are particularly attractive to the indigenous deer.

Basic Guidelines:

- Generally, trees should be planted in masses of one (1) type per mass and with a minimum of three (3) trees per mass whenever possible.
- Generally, shrubs and ground covers should be planted in masses of one (1) type per mass and in sufficient numbers to create beds or "drifts" of plants.
- Screen or buffer hedges should be composed of one (1) type of plant. Hedges which are intended to be clipped should be selected and consistently maintained in order to sustain an opaque character to the ground.
- Trees and shrubs should be clustered to frame views of open space areas or to screen undesirable views.
- Small individual circles of shrubs or ground cover should not be designed at the base of single trees, but rather groups of trees.
- Shrubs, mulch or ground covers, rather than lawn, should be planted under existing tree masses. The existing trees are adapted to less water (i.e., no irrigation). Shrubs and ground covers require less irrigation than sod, and are more suitable to the natural conditions of the existing trees.

Plant Material List

A list of trees and plants that emphasizes species that are either indigenous to the existing woodlands or are in keeping with the character of the natural setting at Dulles Parkway Center are contained in the Master Plant List at the end of this document. This list is not all-inclusive nor should it be construed as tacit endorsement of one planting material over another.

Plant Material Quality and Size

The landscape plan required for approval by the Covenant Committee or ICS must be prepared by a licensed landscape architect. Landscaping should be installed prior to occupancy of the building when the season permits.

The preservation of natural areas, including under-story growth, is encouraged. The use of water-conserving and indigenous species, along with transplanting of existing trees, is also encouraged. Undeveloped land held in reserve for future development must be seeded with turf but need not be fully landscaped or irrigated.

Proposed trees should either blend well with the existing trees or should complement them with an interesting or distinguished character and conform to the minimum standards as set forth by the American Nursery and Landscape Association and American Standard for Nursery Stock.

Deciduous canopy trees will have a minimum caliper at installation of three (3") inches measured four (4) feet about the ground and conform to the minimum standards as set forth by the American Nursery and Landscape Association and American Standard for Nursery Stock.

Small Flowering Accent trees should have a minimum height of ten to 12 (10' - 12') feet with a five to six (5' - 6') foot spread at time of installation.

Evergreen trees should have a minimum height of ten feet (10') with a six foot (6') minimum spread at time of installation.

Shrubs and Hedge plant materials should be chosen based on their relationship of ultimate height and width in regards to the space in which they are planted. Layering of plant materials is encouraged. Taller plants should be placed behind lower plants.

Plant material foliage and flower colors should be chosen to be complementary. Varying textures of fine, medium and coarse plant material are encouraged.

Newly planted evergreens will be installed at a minimum size of twenty-four (24") inch overall height by twenty-four (24") inch spread depending on type of shrub. Plant spacing should be twenty-four (24") inches, thirty (30") inches or thirty-six (36") inches on center depending on the type of shrub.

Newly planted deciduous shrubs will be installed at a minimum size of thirty-six (36") overall height and spread, spacing will be a minimum of thirty-six (36") inches or greater depending on the plant or the intended function (hedge, informal screen, etc.).

Screen, buffer and hedge plantings composed of shrubs should be planted to achieve a minimum height of thirty (30") inches by twenty-four (24") inches overall spread at the time of installation. All screen plantings shall be eventually maintained at a height suitable for the intended purpose and pruned in order to maintain a dense branching habit all the way to the ground.

Landscape Grading

Site grading should attempt to enhance the existing topography, protect the existing vegetation and provide positive on-site drainage. Landscape mounding should be implemented with smooth transitions resulting in subtle forms to enhance the existing conditions. Landscape mounding should not be "lumpy" and abrupt" resulting in an artificial look. Berms should undulate horizontally and vertically with side slopes of 3:1 or less.

Existing Grade

Where existing vegetation is saved, the existing grades will be maintained with positive drainage from the trunk to the dripline of vegetation.

Drainage

Run-off should be directed away from building pads at a minimum of two (2%) percent cross slope. Walkways and patios shall have a one and one-half (1 -1'/2%) percent cross slope. Landscape swales shall have a two (2 %) percent minimum slope to achieve positive drainage. Swales shall not retain standing water for more than forty-eight (48) hours.

Mounding and Swales

Mounds and swales will be designed so as to be an integral part of the grading and will have smooth transitions between changes in slopes. Mounds should not interrupt swale drainage or be placed between the trunk and dripline of existing vegetation. Swale side slopes should be between the ratio of 6:1 to 7:1.

Irrigation

All landscape areas will have an automatic irrigation system. Landscape improvements will have one hundred (100%) percent coverage. However, within areas where existing trees or other vegetation remain, the watering intensity will be reduced by design of the system. The irrigation system will be designed such that there is no over spray on paved surfaces or adjacent Lots and will operate in an automatic mode.

All lawn areas will be separated from plant beds through the use of additional zones. Lawn areas will need a much higher volume of water and with greater frequency. Excessive moisture can have a negative effect on plant material. Consequently, installation of moisture sensor controls is required to conserve water use. Any exterior irrigation equipment, such as back flow preventors, will be screened from view with plant material.

Irrigation heads in turf areas should be either impact drive, ball drive, gear drive or spray type pop-ups. Pop-up spray heads are to have a minimum four (4") inch pop-up height. Risers may be used in shrub areas not adjacent to pavement.

Any PVC pipe used should be of a class no less in thickness than SDR 26/Class 160 PVC. Sprinkler heads with widely different precipitation rates are not to be mixed on the same zone.

Irrigation systems must be maintained in proper working order at all times and necessary repairs must be made immediately. A winterization program will be needed prior to the onset of cold weather each season to prevent damage.

Irrigation should be cycled to provide a deep watering and to minimize runoff. Hand watering is permitted and encouraged as necessary in areas not obtaining full irrigation coverage.

Landscape Maintenance

This section deals with the provision of general standards by which Lot owners are expected to maintain the landscaping on their Lots.

Responsibility

It is the responsibility of each property owner to maintain his Lot at a high level of quality. Front or side yard areas to be maintained include the area to the edge of pavement at the street frontage, less those areas to be maintained by the Association.

General Maintenance

Trees, shrubs, groundcover, perennials, vines and lawn areas will be pruned, fertilized, sprayed for pests and fungus, weeded and watered at their required times as recommended by industry standards.

- *Pruning:* Will be performed in accordance to industry standards for trimming and degree of pruning and only those plants which are not intended to provide hedging or mass screening per the original landscape design. Shrubs in hedge or mass screening may not be pruned as individual plants.

  Trees: Those trees that have overextended, dead and unsightly branches will be pruned and trimmed. Damage from wind, etc., will be repaired. All trees will be pruned and trimmed only as necessary to maintain their natural form.
  - Corrective pruning to remove rubbing and cross branching should be completed while the plant material is dormant.
  - Trees should be pruned to maintain a central leader and to remove branches which form narrow crotches. Prune trees to develop permanent scaffold branches which have a radial orientation and do not overlay one another.
  - Remove lower branches for adequate clearance of vehicles and pedestrians.
  - Trees shall not be topped, "hat-racked", "lolly-popped" or sheared or pruned in any manner which alters the natural growth habit of the tree.
  - Inspect each tree on a continuing basis for broken branches, cross branches, damage from mowing equipment, etc. All corrective pruning and surgery should be carried out immediately.
  - Perform "same-day" clean up of all pruned and trimmed material and dispose of this material properly.

  Shrubs: Shrubs should be pruned and trimmed to remove winter kill and wind damage, etc. All shrubs should be pruned and trimmed only as necessary to maintain natural form. Hedges should be pruned so that lower branches are uniformly wide, tapering to top.

  Ground Cover: All pruning should be done in a manner to produce a natural effect and not a sheared effect.

- *Fertilizing:* Fertilizer will be applied according to manufacturer's instructions. If there is any evidence of nutrient deficiency, corrective measures should be taken.

  Trees: Trees should receive a yearly fertilization to maintain optimum growth.

  Shrubs: Fertilize shrub planting in the early spring before the plants leaf out (February or March) or as appropriate.

Ground Covering: Fertilizer should be watered in as soon as application is complete. All ground cover should be sufficiently watered as to wash all fertilizer off the foliage of the plants.

Lawn: Soil tests should be conducted, as appropriate, and all fertilizer requirements should be based upon the conclusion of the soil tests.

- Fertilizer should be applied in solid dry form.
- Fertilizers should be applied and watered after mowing to minimize the pick-up and removal of fertilizer by mowing equipment and to minimize foliage burn.
- Fertilizer should not be applied if drought periods are anticipated unless adequate and continued irrigation is available.
- Banding and streaking of fertilizer is not permitted.

- *Pest and Fungus Control:* Careful inspection of plants on a regular basis should be undertaken and the spraying of insecticide/miticide or fungicide should be done in response to a particular problem.

- *Weed Control*: All planting areas and lawn area will be weeded as necessary to maintain a clean and weed free condition.

- *Mulching:* Mulch will be maintained in a clean and neat condition with a recommended minimum 2" and maximum of 6" thickness. Restore as necessary with mulch which is clean and free from foreign material and seed. Mulch should match that of the initial installation.

- *Soil Erosion:* Topsoil, mulches, etc. which may be lost from washouts or slumped and damaged areas on lake edges or sloped berms will be repaired in a timely fashion after the disturbance.

- *Lawn Mowing:* All mowing equipment should be maintained in a sharp condition and in proper adjustment at all times. Lawn cuttings should be collected during cutting with a bag attachment or raked and collected manually immediately after cutting. Clippings and grass must not be deposited onto adjacent property.

  Edging: All edges between grass, shrubs beds, and walkways in building-related areas should be maintained by use of sharp edging tools at least once a month or more often if rain or other events cause edge damage.

  Trimming: Trim grass around all trees, shrubs, plant beds, curbs, buildings, poles, fixed objects, etc., using hand and other tools in order to present a neat appearance at all times in building-related and road-related areas. Line trimmers should not be used within six (6") inches of tree trunks. Sweep or blow grass off pavements and street after mowing.

Dulles Parkway Center
Master Plant List*

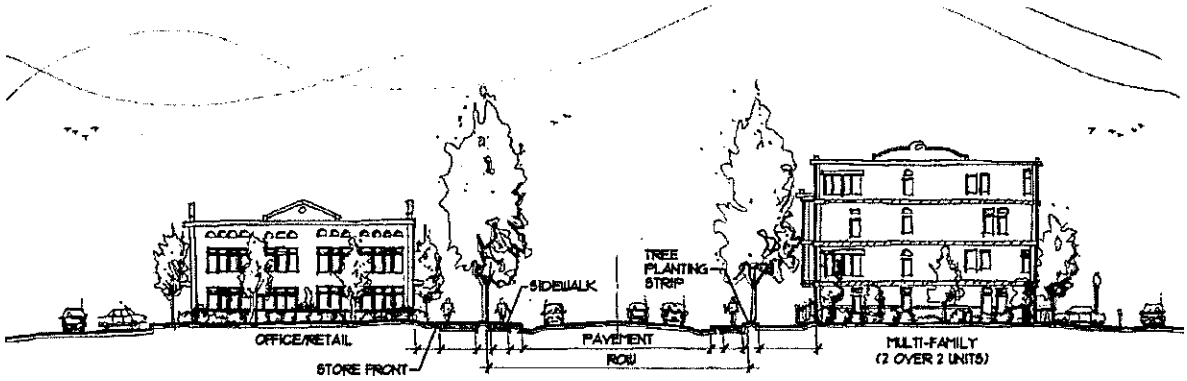
Botanical Name	*Common Name*
Shade Trees	
Acer rubrum 'October Glory'	Red Maple
Acer saccharum	Sugar Maple
Fraxinus Americana	White Ash
Gleditsia triacanthos var. inermis 'Skyline'	Skyline Honeylocust
Platanus x acerifolia	London Plane Tree
Quercus palustris	Pin Oak
Quercus phellos	Willow Oak
Quercus rubras	Red Oak
Salix babylonica	Weeping Willow
Evergreen Trees	
X Cupressocyparis leylandii	Leyland Cypress
Ilex spp.	Evergreen Holly
Juniperus virginiana	Eastern Red Cedar
Picea abies	Norway Spruce
Pseudotsuga menziesii	Douglas Fir
Ornamental Trees	
Cercis Canadensis	Redbud
Cornus kousa	Kousa Dogwood
Prunus yedoensis	Yoshino Flowering Cherry
Magnolia soulangiana	Saucer Magnolia
Malus 'Sugar Tyme'	Sugar Tyme Crabapple
Shrubs	
Azalea spp.	Evergreen Azalea
Berberis spp.	Barberry
Cotoneaster spp.	Cotoneaster
Euonymus alatus 'Compactus'	Burning Bush
Ilex crenata 'Green Lustre'	Green Lustre Holly
Juiperus Spp.	Juniper
Prunus laurocerasus	Cherry Laurel
Rhododendron spp.	Rhododendron
Taxus spp.	Yew
Viburnum spp.	Viburnum

Minimum Tree Sizes (at installation)

Shade Trees	14-16' tall	3-3.5" caliper
Evergreen Trees	7-8'	
Ornamental Trees	10-12' (multi-stem)	2-2.5" (single stem)

** This list is provided as a general reference and should not be considered as all-inclusive nor should it be construed as tacit endorsement of one planting material over another.*

Exhibit A
Centergate Drive Street Tree Pattern



CENTERGATE DRIVE STREET ELEVATION

ATTACHMENT 2

Loudoun Station
Design Guidelines and Standards

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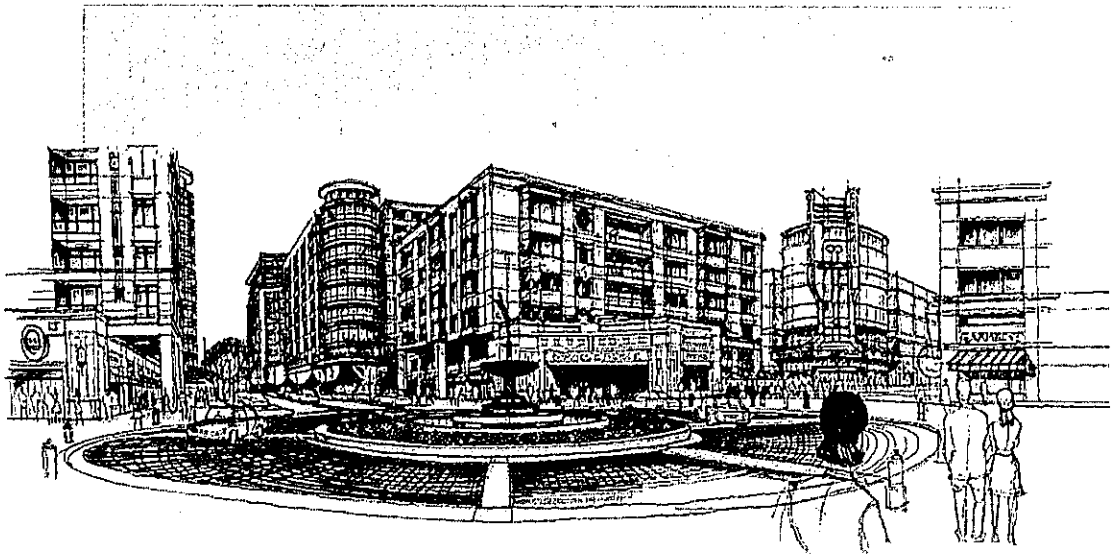
Loudoun Station

Loudoun County, Virginia



DESIGN GUIDELINES AND STANDARDS

October 24, 2003

DAVIS ▪ CARTER ▪ SCOTT

1676 International Drive, Suite 500 - Mclean, Virginia 22102 - 703-556-9275

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LOUDOUN STATION

DESIGN GUIDELINES AND STANARDS

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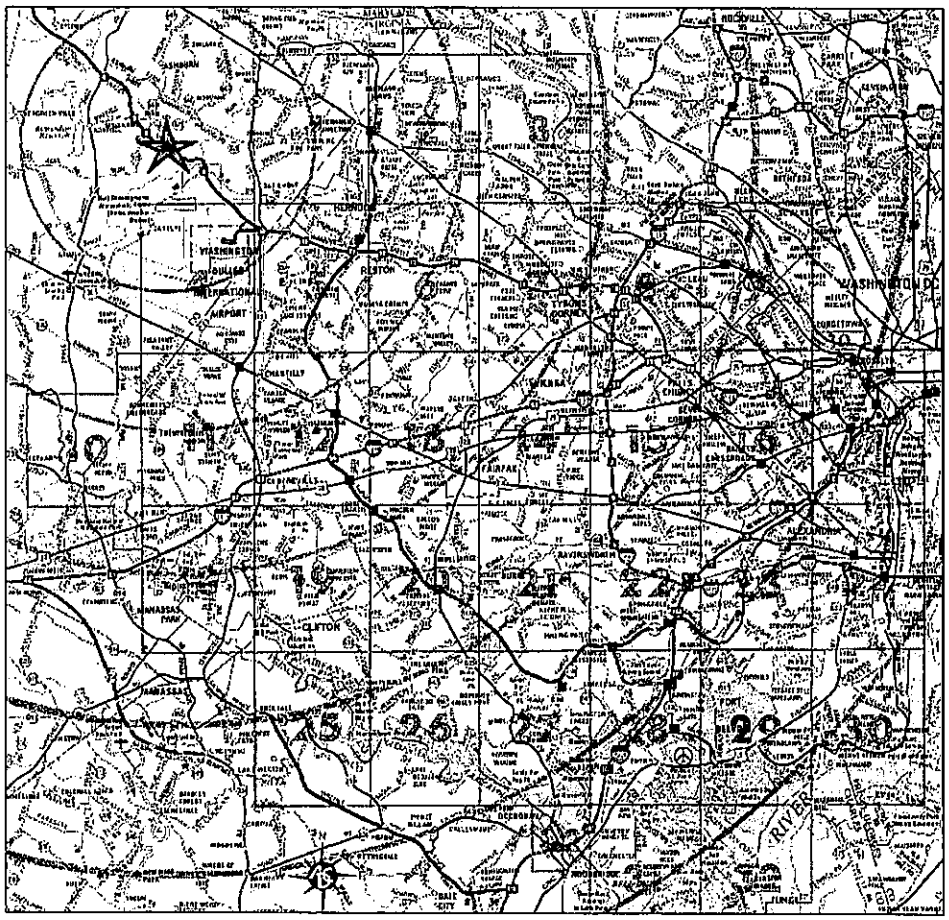
PROPERTY DESCRIPTION

LOCATION & ZONING

Loudoun Station lies on the north side of the Dulles Greenway approximately four miles west of Washington Dulles International Airport. The property is directly adjacent to the last planned Metro Station (in the Dulles Greenway median) on the run west from Washington, Tysons Corner, and Dulles Airport, and for that reason has been designated as a Transit Oriented Development area. The property falls within the inner and outer core sub-areas warranting the highest density permitted under the transit stop zoning ordinance with a 2.0 Non-Residential FAR and 50 units per acre residential density.



AREA MAP

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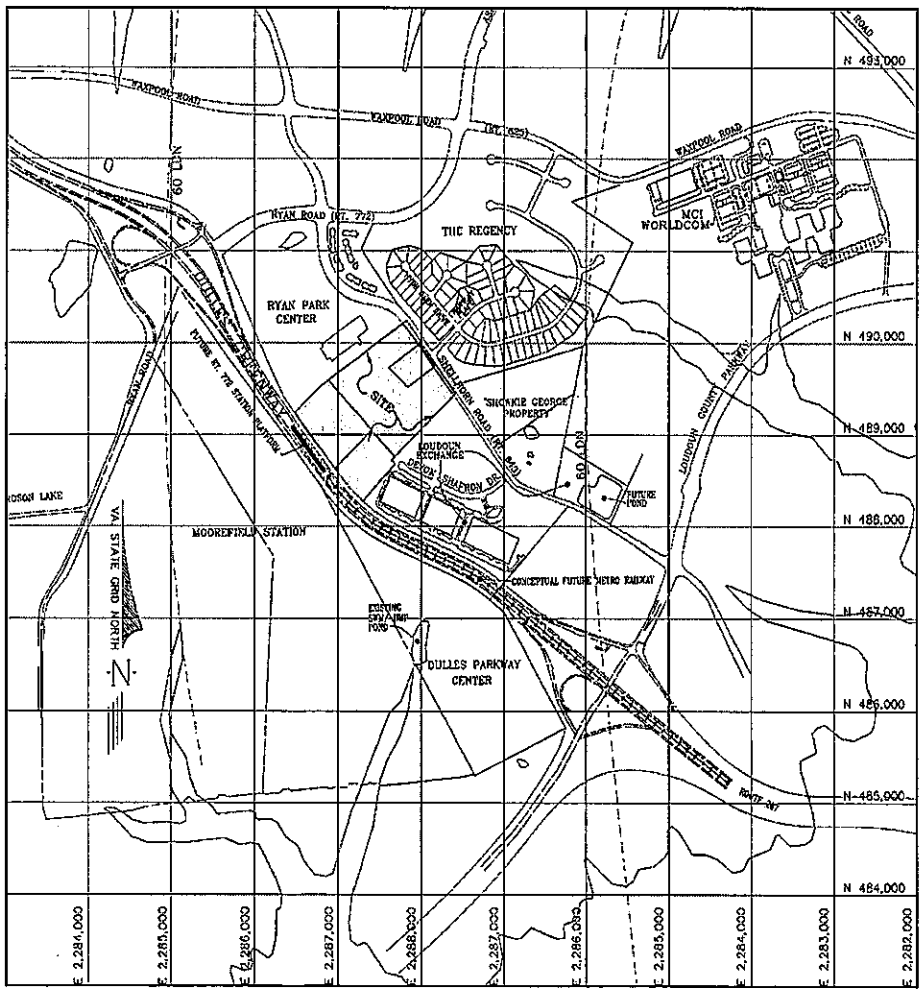
PROPERTY DESCRIPTION

The property comprises approximately 44 acres and is bounded on the south side by the Dulles Greenway, on the east side by three large one story existing data centers, on the west by a partially improved mixed-use retail development, and on the north side by Shellhorn Road, which is currently two lanes wide, but will be widened to a four lane divided road. Though relatively flat, there is an approximately 20 foot drop in elevation from west to east across the site. There are no physically inhibiting factors to a full development on the site. Storm water management will be handled off site. Underlying rock imposes the most challenging site development concern.



VICINITY MAP

0 1/2 1 Mile

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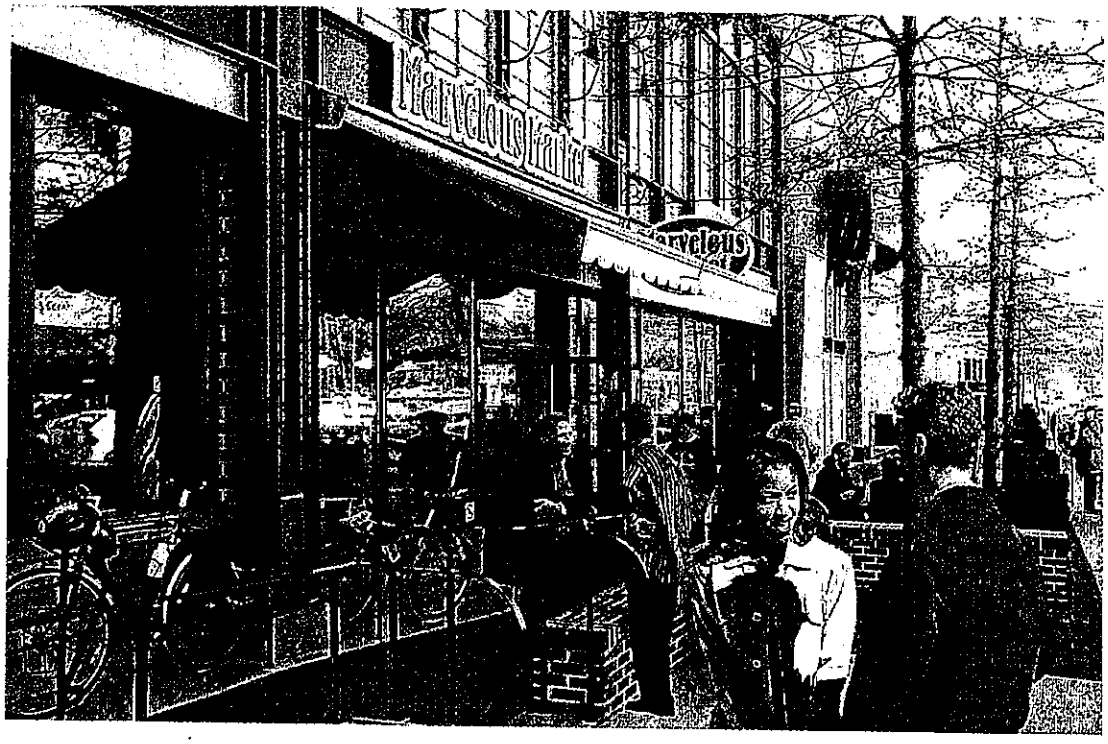
GROWTH POTENTIAL

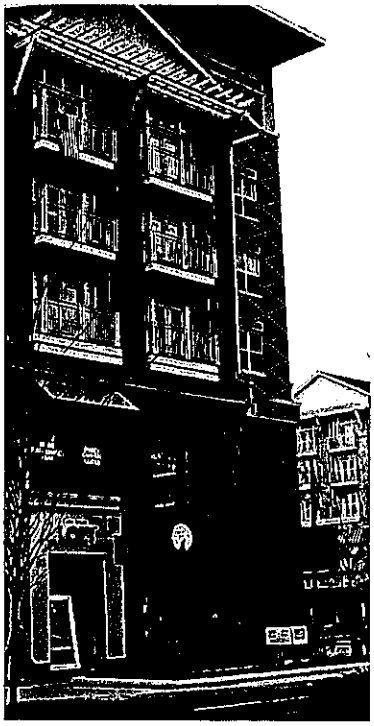
Because of the last decade's growth in the eastern part of Loudoun County, particularly in the high tech and telecommunications industries, and the ever growing influence of Washington Dulles International Airport, it is anticipated the immediate vicinity to Loudoun Station (and Moorefield Station directly to the south across the Greenway) will continue to experience considerable development. The future arrival of rapid transit will further enhance this development. For these reasons and for the declared intention of creating an environment of "Smart Growth", the county is looking to Loudoun Station to become the nucleus of a new town center for eastern Loudoun County and equally the Ashburn area.

NEW MIXED USE URBAN ENVIRONMENT

Loudoun Station will be a mixed use Urban environment which concentrates shopping, dining, playing, employment and living opportunities within a walkable environment. This, in turn will set the stage for the creation of a vibrant urban environment where the commitment is to achieving design excellence. As an example of a Transit Oriented Development, Loudoun Station (learning from other successful projects) will point the way to a future living, working, retail, and entertainment environment for the citizens of the county. One that will offer a different way of life in a jurisdiction that

historically has had a rural/agricultural heritage. By concentrating development near transit, this will allow that heritage to be preserved in other areas of the county.





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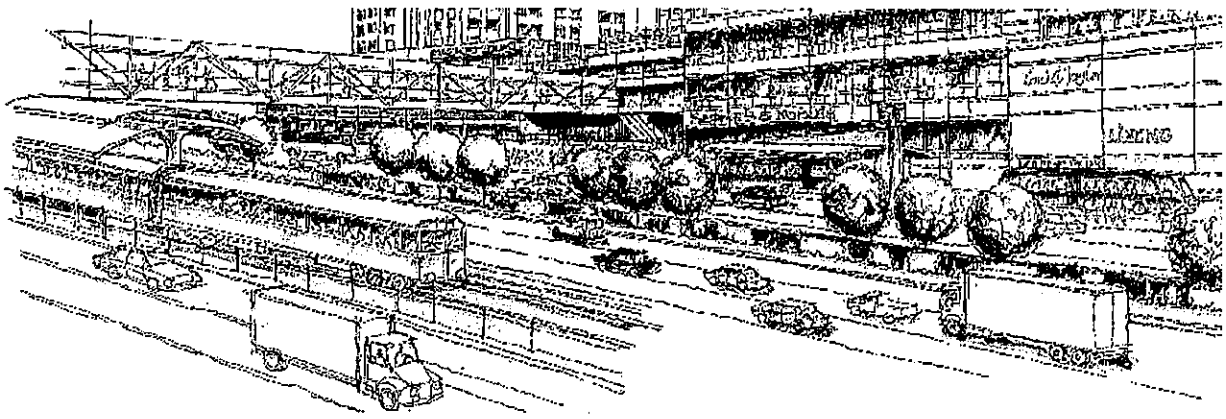
TRANSPORTATION CONNECTIVITY

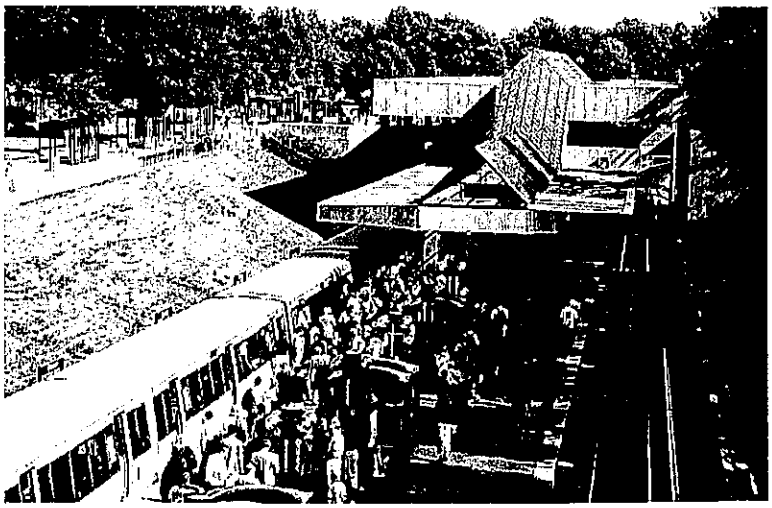
The high-density, mixed use environment cannot happen without an adequate transportation infrastructure and so development density is tied to the provision of higher service level modes. 0.6 Non-Residential FAR and 16 units per acre is permitted within the context of the existing (improved) road network and the Dulles Greenway / Route 772 interchange. As development commences, the provision of bus service tying the property into the county network will allow a 1.0 Non-Residential FAR and 32 units per acre, then ultimately the commitment to the funding of rail to the 772 Station will permit a 2.0 Non-Residential FAR and 50 units per acre residential density.



DEVELOPMENT RELATIONSHIP & ZONING ORDINANCE

From the above description it becomes clear that the Loudoun Station project must be governed by a Project Master Plan that looks to the ultimate 2.0 Non-Residential FAR and 50 units per acre residential density build-out while allowing the initial phases to be built under entirely different

(and much lower density) market conditions. Initial phases then must be designed and built to allow the higher density environment at full build-out. This necessitates a very careful coordination of design and construction and thereby also creates the demand for these design guidelines, to ensure the ultimate community not only functions the way it is envisioned by the developer, the county, the residents, and business leaders, but also creates a tool by which future generations (and developers) can continue to control and enhance their physical environment.



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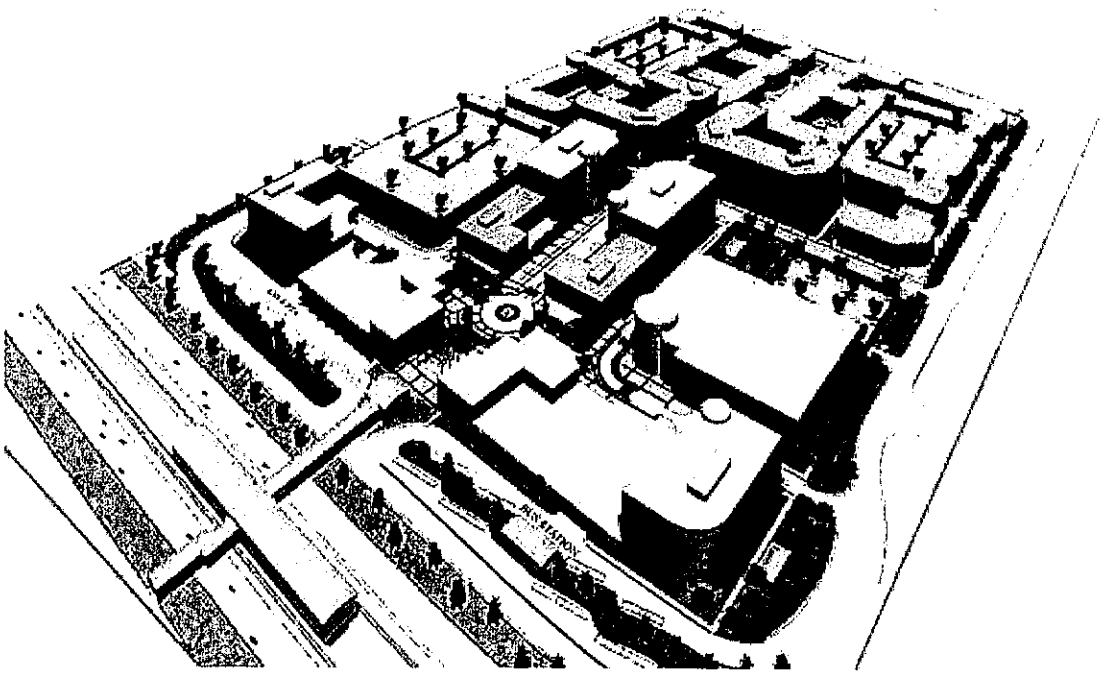
PROJECT MASTER PLAN

DEVELOPMENT SUMMARY

Situated on a rectangular piece of land of some 44 acres, Loudoun Station is intended as a mixed-use project with an ultimate build-out density of between 1.1 million and 3.0 million square feet of Non-Residential development and up to 50 residential units per acre. Uses are split in area between residential, office, retail, hotel, and entertainment.

The project will comply with Loudoun County's Zoning Ordinance section 4-1100, creating a vibrant pedestrian-friendly environment containing up to 1514 dwelling units, with the entire community oriented within easy walking distance toward the mass transit Route 772 Station stop.



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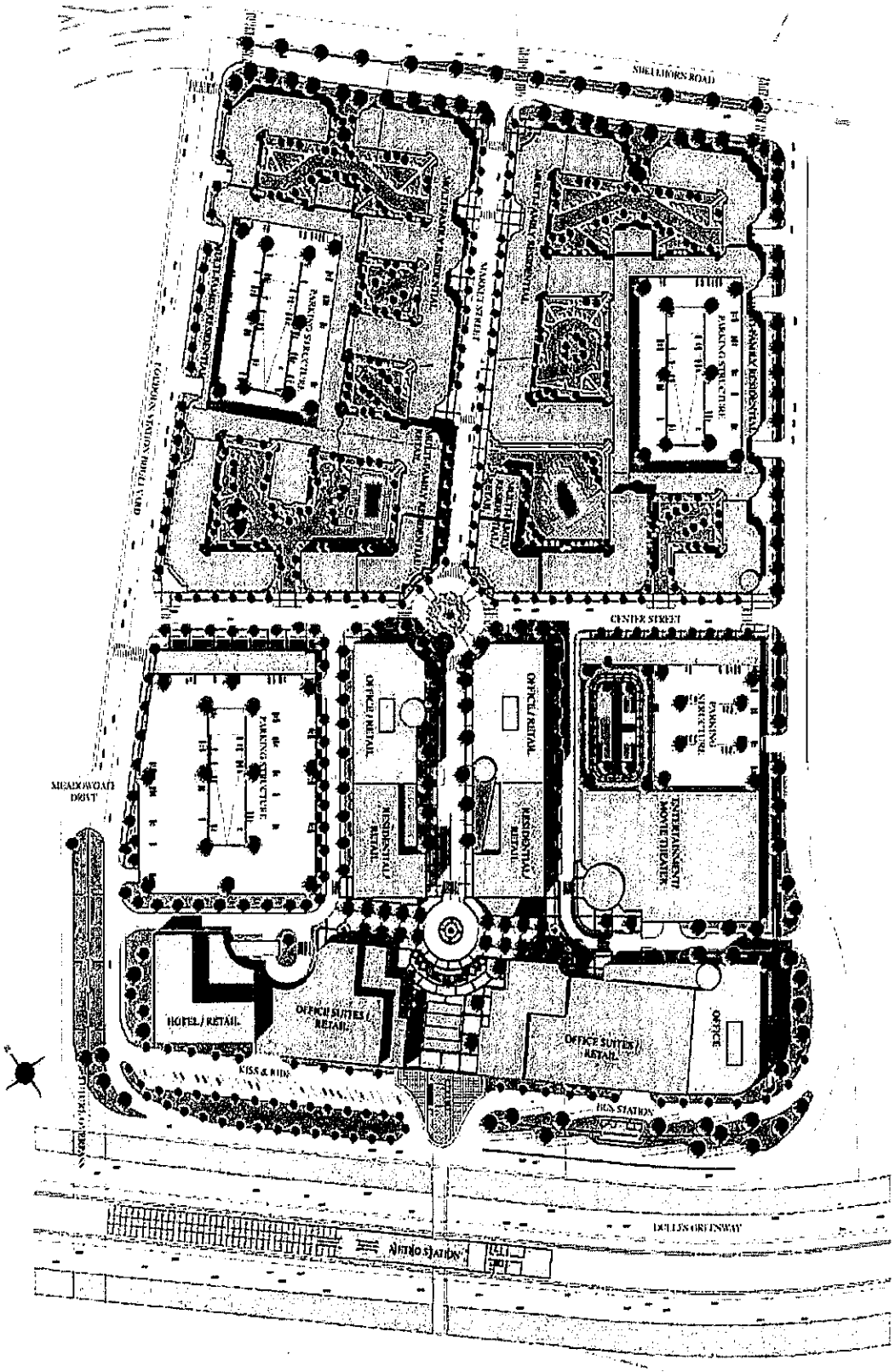

Conceptual Site Plan (not to scale)

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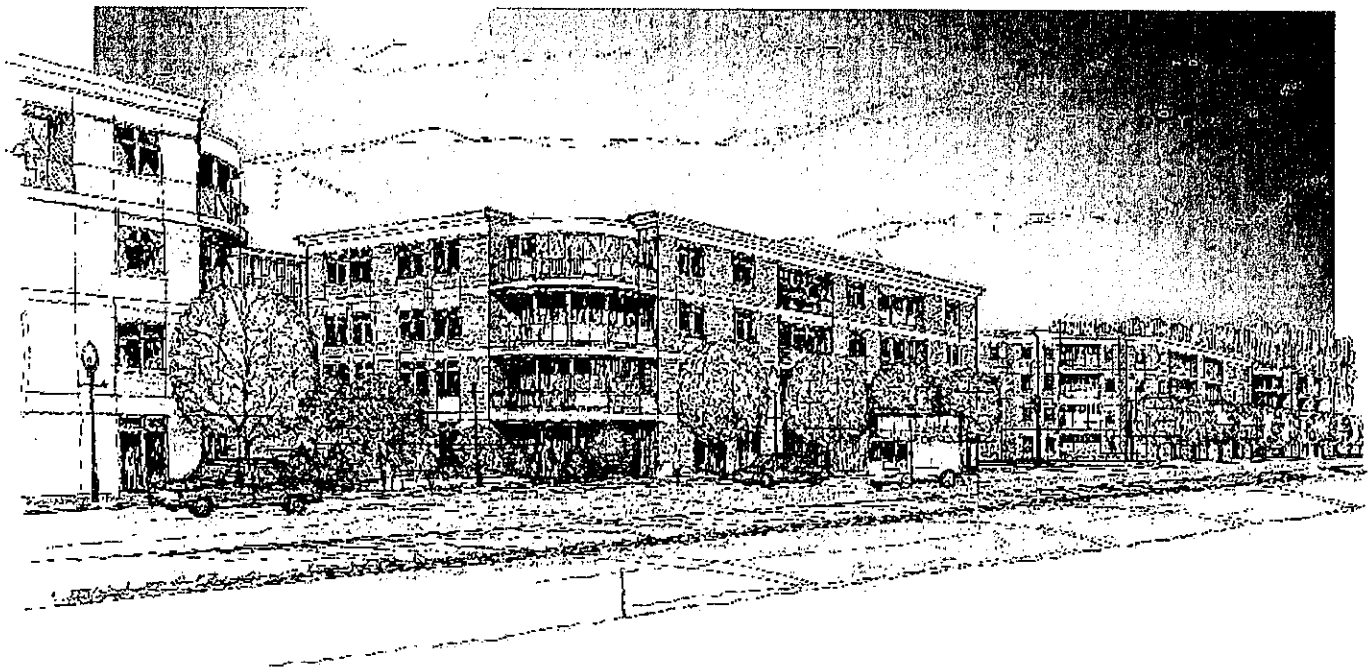
OVERALL CHARACTER OF DEVELOPMENT

Loudoun Station will be an urbane, humane, and pedestrian friendly environment with walkable streets, medium, and upscale residences, convenient shopping, class A office space, a variety of services with a well rounded mix of retail, entertainment and public spaces. Streetscape edges will be clearly defined by buildings placed on or close to a build-to line, shops and businesses will all have access directly from the sidewalk. Commercial and residential areas will be in close proximity to one another and interaction between the two will be facilitated and encouraged. In some instances residential and retail will co-exist in the same structures.



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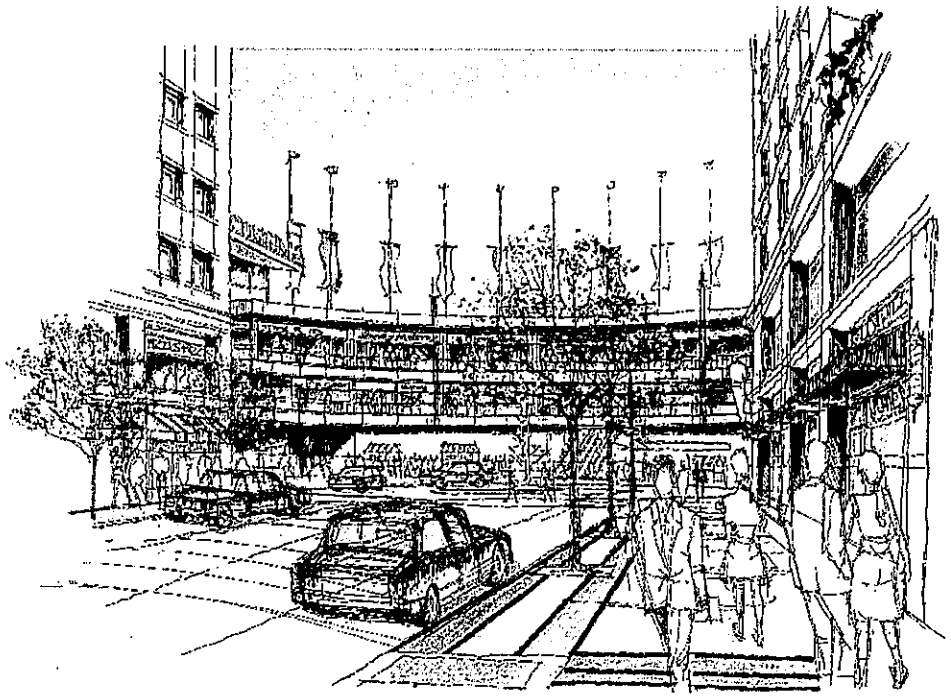
Beginning at an entry statement made that the intersection with Shellhorn Road and terminating at Civic Plaza and the Transit Station, Market Street will form the heart of Loudoun Station. Lined with retail for a portion of its length, Market Street will be a colorful promenade which connects the residential quarter with the commercial core. The traffic circle at the intersection of Market and Center Streets will be the interface between commercial and residential areas. The Civic Plaza will be the focus of activity and a pleasant place to meet friends and watch the human parade. From its center one will be able to enjoy the Market Street vista and have direct sightlines to the movie theaters and shops which will front the Plaza. This space will be designed to accommodate all manner of events and festivals. Because Market Street will have no garage or loading entrances , it will be able to function as an extension of the Civic Plaza for large public gatherings or festivities.



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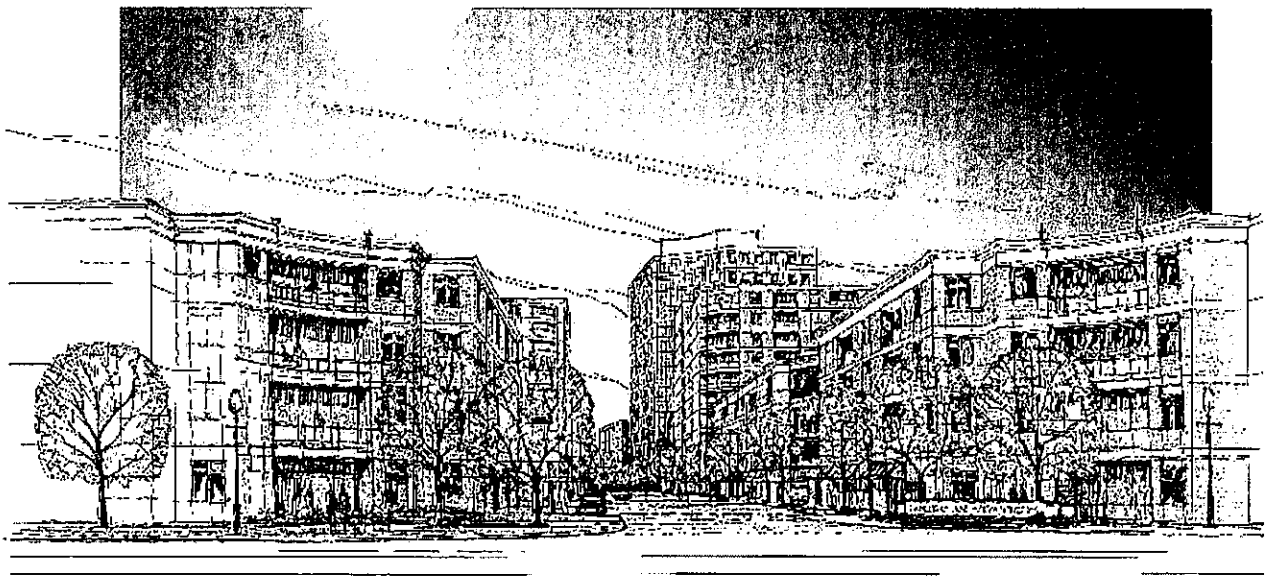
The scale and massing of the buildings and public spaces will be varied in order to create a more dynamic and stimulating composition. The south corners of the site facing the Dulles Greenway, will be punctuated by two tall towers intended to frame and position the Metro Rail access with it's adjoining low-rise retail center. The buildings will gradually rise in height from approximately four stories at the Metro Rail Access/Retail Center to a maximum of 175 feet at the buildings surrounding the central traffic/pedestrian circle which defines the intersection of Market and Center Streets. The massing will again decrease in height to six, then to four stories as you move further north towards the Regency community located across Shellhorn Road to the North. This step in massing is vital to smoothly transition from the higher density Transit Oriented Development of Loudoun Station to the adjoining residences and low-rise structures.



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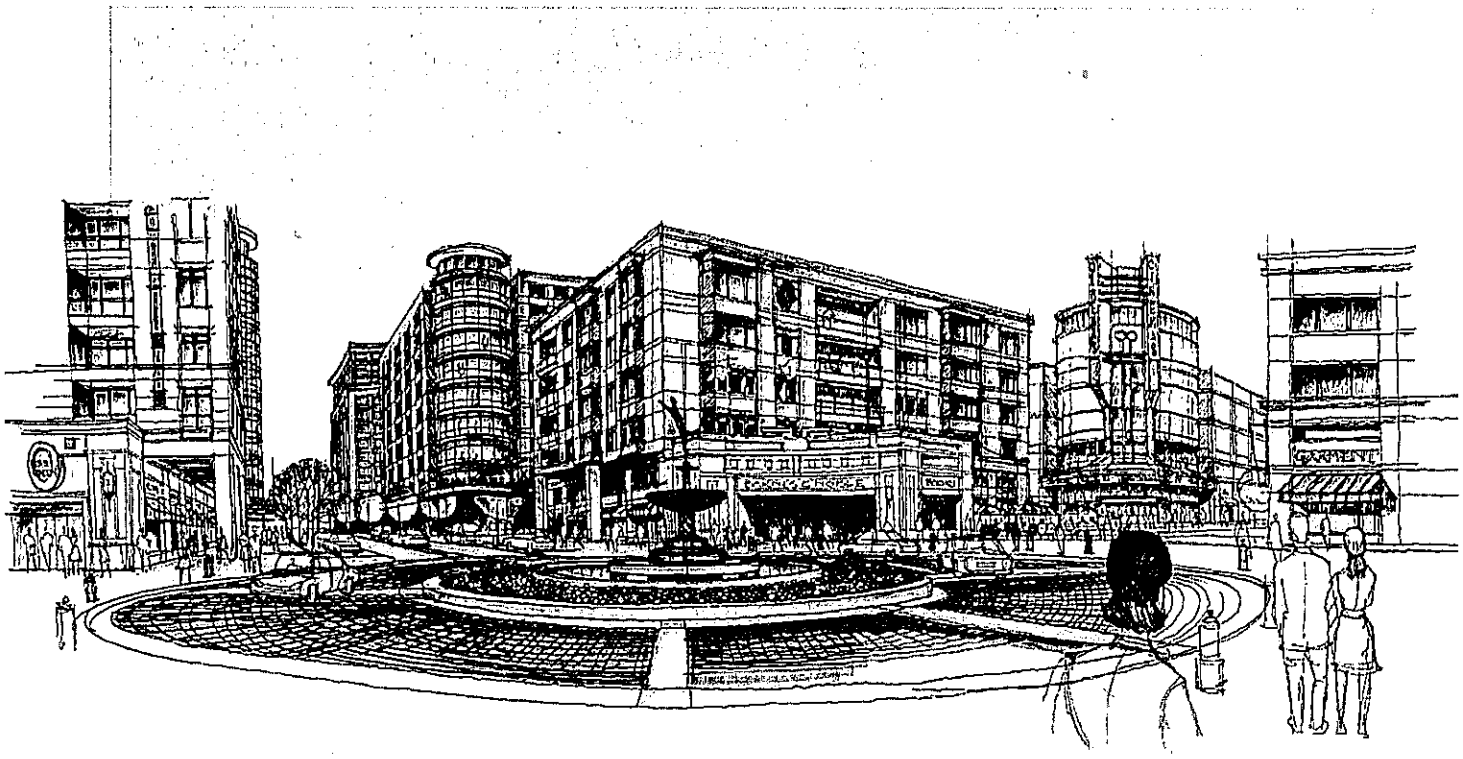
Strolling the retail streets will be an experience similar to what one experiences in similar urban places like Clarendon, Reston Town Center, Pentagon Row, and Old Town Alexandria. Ultimately, Loudoun Station will be a place with its own unique character and image, an exemplary example of the finest in architecture and urban design and a fitting stage for the great human play. It will truly become a destination for the neighborhood, the Ashburn community and the greater Northern Virginia Region.



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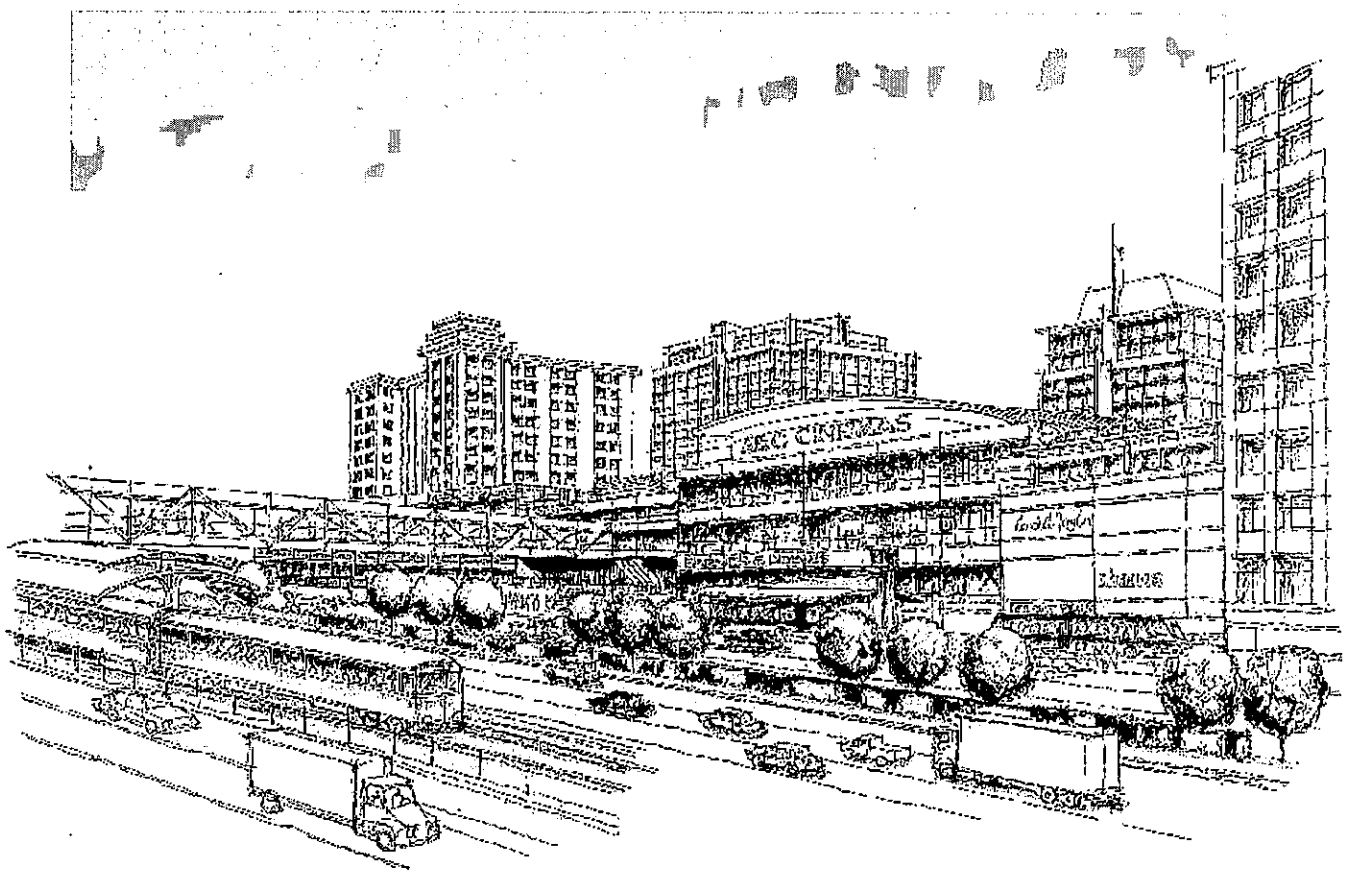

ZONING & USES

The land plan has divided Loudoun Station into four quadrants. Market Street forming the central spine from north to south, connecting Shellhorn Road in the north to the main public square and retail complex adjacent to the Metro Station at the southern end is intended to be the main urban experience, a portion of which will be lined with retail, from smaller community service shops under residential, north of Center Street, to the hustle and excitement of major anchors and entertainment at the southern end.

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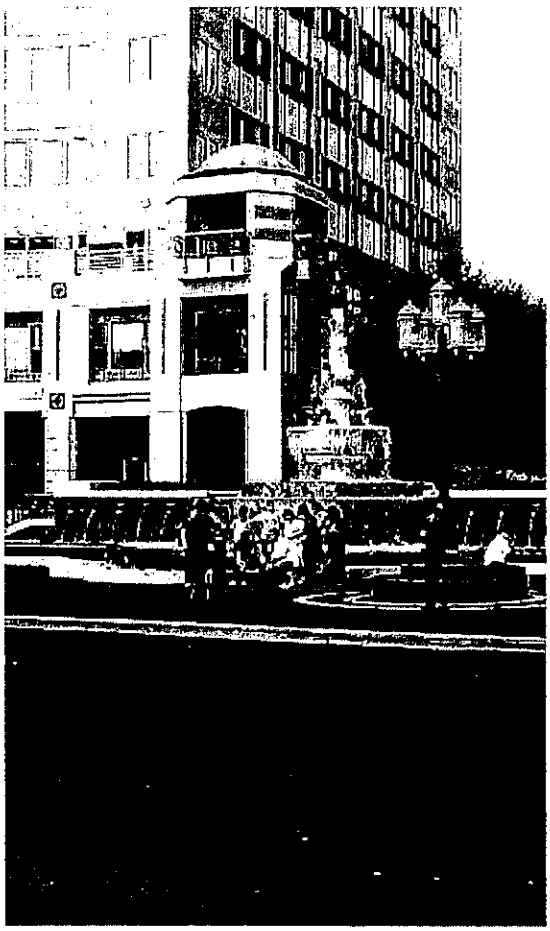
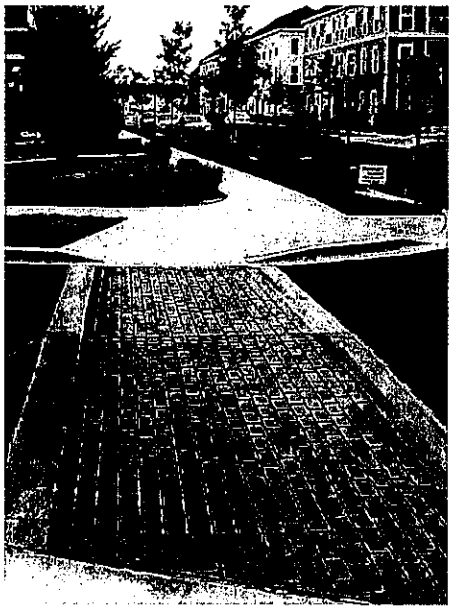
The site is defined by Center Street to create a majority of the residential areas to the north and commercial, restaurant and entertainment to the south.

TRAFFIC MOVEMENT



Traffic circulation patterns are arranged so that Market and Center Streets are not needed for major vehicular movements, allowing parallel parking on these streets to be used for shoppers' convenience, but also creating a "comfort zone" for pedestrian movement on the sidewalks. Full parking capacities are provided in the four major parking structures to serve a variety of uses within Loudoun Station. (one in each quadrant). This pattern of streets will allow Market and Center Streets to be closed and used as extensions of the Civic Plaza during festivals and other public events. The pattern of the streets also allows for the Loudoun Station street grid to be extended onto adjacent properties as those lands develop providing for a truly urban pattern of future growth.

Loudoun Station Boulevard runs south from Shellhorn Road on both east and west sides, providing connections to surrounding properties and to the Metro Station on the south adjacent to the Greenway. The Boulevard as a "ring road" also allows traffic to access the various parking locations without making Market and Center Street major throughways.



Loudoun Station residents and bus and Kiss & Ride passengers reach the WMATA rail platform via a vertical transportation building containing stairs, escalators, and elevators, providing access to the bridge connection to the metro station mezzanine over the westbound lanes of the Greenway. Ultimately the west leg of Loudoun Boulevard may connect traffic via an overpass to the Moorefield Station development to the south.

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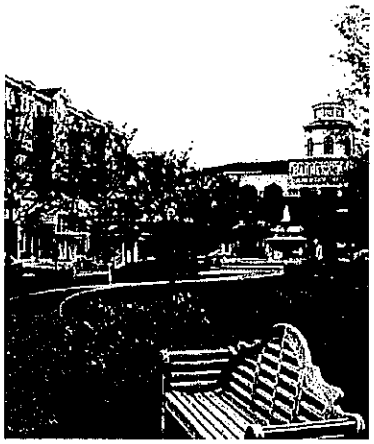
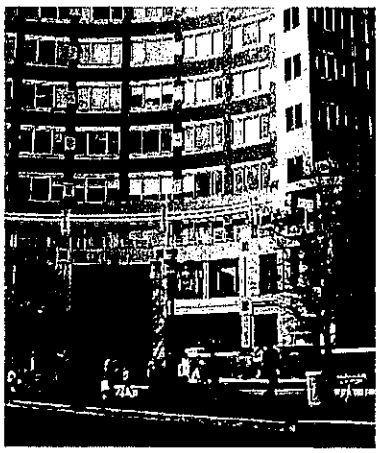
LIFE STYLE



Loudoun Station is a high density urban project. The design intention is to create a mixed use project that celebrates that urbanism, and therefore places extreme emphasis on the streetscape as the "public realm" where buildings become complementary to the space created and allow the vibrancy of the urban activity to happen in the streets that while allowing diversity of expression will still create the discipline that fosters a "sense of place".



Buildings will be set close to the street. First floor activity for retail or community space will be encouraged. Lighting, signage, street furniture, sidewalks, and landscaping will be coordinated throughout the project to enhance cohesion. Pedestrian movement will be safe and easy. Vehicular traffic, while a desirable urban

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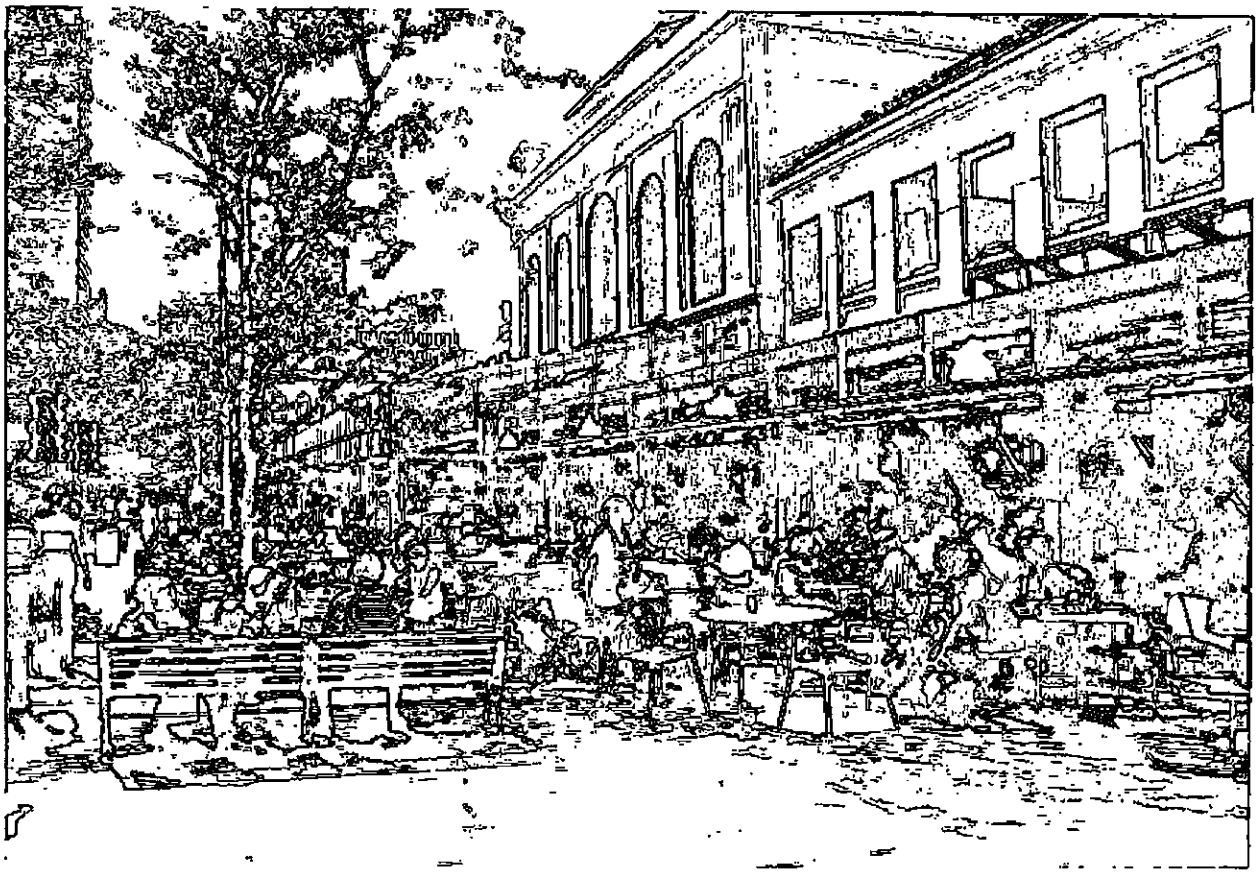
component, will be calmed and no internal street will form a throughway.

Residents of Loudoun Station will enjoy the opportunity of being able to walk to their workplace, shopping, dining and entertainment while living in close proximity to the bucolic attributes of the remainder of Loudoun County. The ability to enjoy a lunch time stroll, purchase a present or necessity, dine outdoors and get together with friends after work is done will attract employers to the area. Workers who do not live in or near Loudoun Station, visitors and residents who work elsewhere or wish to travel to other parts of



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the Metropolitan area will have the advantage of easily accessible public transportation.

ANNEXATION POTENTIAL

Loudoun Station falls within the inner and outer core area as defined by the Revised General Plan of Loudoun County. There is the possibility of an annexation of adjacent properties in the future. It is the intention that though densities may vary on added parcels, these same design guidelines will apply to any annexed areas.

DESIGN REVIEW BOARD

MEMBERSHIP

The Loudoun Station Design Review Board (DRB) consists of three voting members, two registered architects and one lay member appointed by the developer, until such time as the Board of Directors of the Loudoun Station Owners Association is in place and functioning, as set forth in the Declaration of Covenants, Conditions and Restrictions and/or By-Laws of the L.S.O.A.. A secretary to the Design Review Board is responsible for processing applications, scheduling meetings, and informing applicants of decisions reached. A four member non-voting advisory council consists of a single representative each from the Loudoun Station Owners Association, Loudoun Station Commercial Owners Association, Loudoun Station Home Owners Association and a designated representative from Loudoun County.

MEETINGS

Meetings are scheduled on an as needed basis and are initiated by the submission of an application together with necessary supporting written and graphic material. Review of materials and a written response to the applicant summarizing the board's findings will occur no later than 30 days after

submission. The board however may at its discretion expedite the review process.

AUTHORITY

The Design Review Board has the authority to review and approve any and all improvements to land within the boundaries of Loudoun Station and no clearing, grading, construction or planting activity shall take place until such review and approval has taken place.

SCOPE

The Design Review Board shall review and consider all aspects of exterior design including massing, setbacks, height, solid and void, style, rhythm, fenestration, harmony, color, texture, materials, detailing, surrounding topography, planting, signage, workmanship, noise, odor, and any other factors that in the opinion of the board affect the design and desirability of the proposed construction or improvement.

Board approval of any proposed construction is within its sole discretion. The board may at its own discretion determine to enforce and/or modify these standards in order to achieve the intent or implementation of these guidelines. The board may choose at its own discretion to enhance and/or clarify these design standards at a future date. No amendment, modification or revision shall be approved which is not consistent with the

conditions of the zoning documents and proffers. A copy of such modifications shall be filed with Loudoun County

The board may suggest alternate design solutions in connection with an application. These suggestions do not constitute an approved design solution and are made with no warranty of compliance with applicable regulations, codes, or other requirements.

APPROVALS

Approval by the board of a given application constitutes an agreement by the applicant not to deviate from the approved plans unless such deviation is submitted to and expressly approved by the board.

Approval by the board does not relieve the applicant of the responsibility of obtaining all other necessary approvals and permits required by Loudoun County, VA, or other agencies having jurisdiction over the project.

APPEALS

An applicant may appeal a board decision and represent the application upon appropriate notification by the secretary. A decision shall not be reversed however unless it can be demonstrated the board misapplied the design guidelines, or new information is presented that materially alters the original proposal.

Decisions will be made by the board on an individual case basis. Though content and consistency are important design concepts, precedent is not automatic proof of suitability or desirability.

PROCESS

INTENT

Designing an environment in which people can live work and play is a three dimensional graphic enterprise and therefore difficult to verbalize. The design guidelines are intended to establish a framework for minimum standards and consistency and should not be interpreted as inhibiting new, fresh, and innovative ideas.

Arriving at the best design solution is often an iterative process requiring an interchange of ideas and evolutionary steps. For this reason the review of a project by the Design Review Board at Loudoun Station consists of multiple submissions of design materials.

MEETINGS

Generally the process requires the submission and approval of a design concept at the initial review meeting followed by a design development presentation with an increased amount of detail and subsequently submission of a completed set of contract documents for full approval prior to commencement of construction. There may be follow-up meetings for signage, lighting, canopies, or any design changes to fully complete all design related issues on more complex projects.

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It is the responsibility of the applicant to provide all necessary drawings, specifications, models, graphics, etc. to fully explain the intent of the design, but as a guide.

CONCEPT PRESENTATION

Concept presentation should provide a

- Site plan showing project location and immediate vicinity
- Massing relative to adjacent structures
- Sufficient floor plan and elevation design to show impact on traffic, pedestrians, and streetscape. Proposed architectural treatment models and 3D graphics are always encouraged.

DESIGN DEVELOPMENT

At design development stage, presentation should include site plan, streetscape, signage, landscaping, lighting, all building elevations (in context), floor plans sufficient to clarify design intent, materials, colors, textures, etc. Focus will be placed on details to ensure a high level of design commitment on all elements.

FINAL SUBMISSION

Contract document submission covers the completed project in a to be built presentation including whatever specifications or samples are needed to confirm the quality of materials and workmanship expected at Loudoun Station.

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RENDERED DECISIONS

At each meeting a record of discussion and decisions reached will be prepared and distributed by the secretary within five days of the meeting.

ENFORCEMENT

Enforcement of the DRB's decisions as well as enforcement of the Covenants is carried out through provisions stated in the Loudoun Station Owners Association (LSOA) Declaration of Covenants, Conditions and Restrictions and the By-Laws. The Board of Directors of LSOA has the authority to enforce in a court of competent jurisdiction the decisions of the DRB, which sanctions may include fines, enforcement of the rules by self-help, or a suit at law or in equity.

NON-LIABILITY

Neither the DRB nor its respective members, administrators, successors, assigns, agents or representatives shall be liable for damages or otherwise to anyone submitting plans for approval, or to any Applicant by reason of mistake in judgment or negligence arising out of any action of the DRB with respect to any submission, or for failure to otherwise follow these Design Guidelines or Review Process. The role of the DRB is directed toward review and approval of site planning, architectural design and aesthetics. The DRB assumes no responsibility with regard to design or

construction, including without limitation, the structural, mechanical or electrical design, methods of construction, or technical suitability of materials.

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DESIGN GUIDELINES

INTENT

All aspects of the built environment at Loudoun Station must demonstrate a commitment to quality of design, materials, workmanship, durability, and maintainability.

Pedestrian level elements, street paving, landscaping, shop front must encourage and stimulate resident and visitor buildings while expressing their individual function and character must demonstrate harmony with their surroundings and reflect the discipline of a tightly knit urban environment. Materials and colors should reflect a respect for the overall context within which they are located.

To help establish this intent the following is a partial list of common elements which occur frequently in the urban environment with guideline statements that will aid the applicant in preparing a quality and qualified submission.

Effective design guidelines define what is important to achieve from a civic perspective in a manner that does not hamper creativity or innovation. When using these guidelines to review, develop or alter a project within Loudoun Station it is as important to

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look to the intent of the recommendation as to the specific provisions. Thus these guidelines are intended to create a framework for future decisions regarding the built environment in Loudoun Station.

URBAN TYPOLOGY

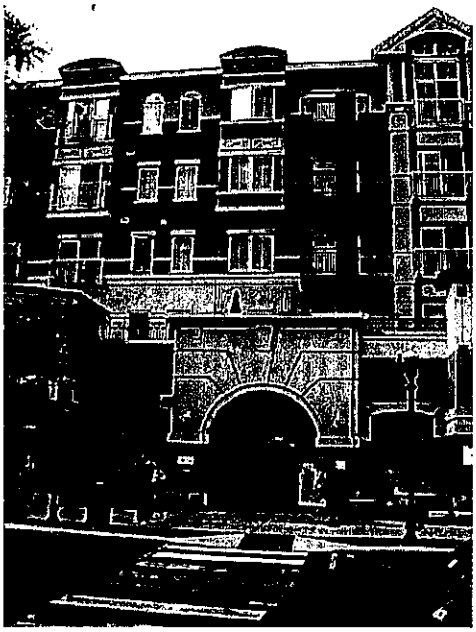
Loudoun Station consists of four large quadrants defined by Loudoun Station Boulevard, Center Street and Market Street creating an overall pattern of development reminiscent of downtowns and main streets throughout the United States. Within this context secondary streets provide parking and loading access where necessary resulting in minimal vehicular intrusions on the streetscape of the principal streets. The intent of this development pattern was to efficiently accommodate the various types of development envisioned for Loudoun Station while providing an urban experience to residents, workers and visitors. While the locations of the major streets (Loudoun Station Boulevard and Market Street) are largely fixed, the specific placement of Center Street and the secondary access ways will be dependent upon the specific requirements of future development.

BUILDING TYPOLOGIES

Loudoun Station will have a variety of building types. The following examples demonstrate the currently envisioned typologies. Further discussion concerning building form is contained in the Character of Buildings section of the guidelines.

The examples shown of each building type are meant to provide a visual reference point and are not intended to provide a definitive architectural design.

Type 1 – Low Rise Residential



These buildings will typically be a minimum of four stories in height facing streets or courtyards. The public facades should be carefully articulated to provide pedestrian scaled architecture. The overall character of the architecture should clearly convey the appearance of residential use although, along the Market Street frontage and other potential retail locations, the ground floor shops have a clear retail identity. This can be achieved through the use of different fenestration, individual shop entrances, canopies and signage. Locating lobbies, party rooms and similar semi-public interior space is encouraged where no retail use is anticipated on the first floor of a portion of a building fronting on a street. Parking should generally be placed in parking structures that are masked from general view by the massing of the building.

Type 2 – Mid to High Rise Residential

High rise residential buildings, generally described as being greater than six floors in height and which may be as tall as 18 stories, but not exceed 175 feet in height should retain a clear residential identity

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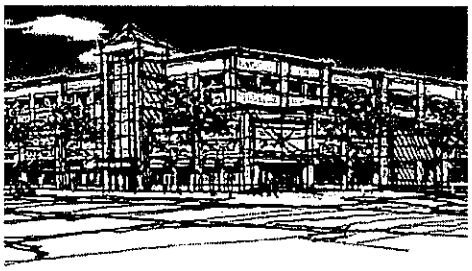
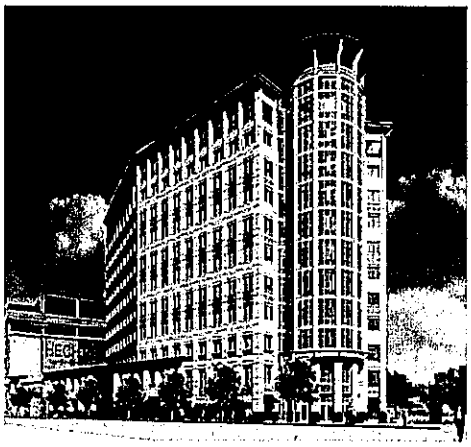
above the first floor level. This can be accomplished through the use of vertical window openings, balconies, bay windows, façade detailing and other devices. Building entrances should be clearly delineated. Since these buildings are generally located in the areas of the project that should have a have a fairly high level of pedestrian activity, the first floor of these buildings, even if residential, should maintain the essential character and articulation of the Main Street architecture.

Type 3 – Commercial Over Garage

The commercial over garage building is currently intended to house an entertainment use and other retail uses with the parking intended to support this and other retail or entertainment activities adjacent to Market Square. Located adjacent to Market Square, the building should visually celebrate its entertainment and retail functions through the use of dynamic architectural forms including a marquee and/or other visual forms that communicate excitement. Parking entrances should be clearly delineated and those portions of the parking structure that are visible from the street should be treated in such a way as to either mask or mitigate their visual impact on the street.

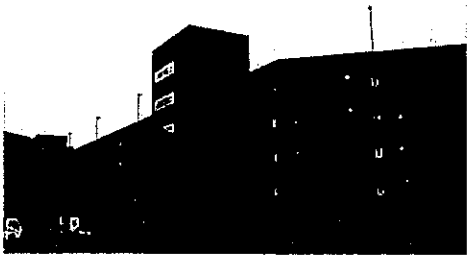


Type 4 – Commercial Office



Commercial office is a key component of the overall development of Loudoun Station. Because this use will be located in a prominent position relative to the Greenway and the transit station, it is important that these buildings exhibit a high quality of design. Inclusion of special features such as articulated building tops should be included in any design. Also, because retail will generally be located in the base of the buildings it is also necessary that ground floor facades exhibit a strong retail identity through the devices identified above. Parking and loading access should be located on alleyways and secondary streets away from the principal retail frontages or building entries.

Type 5 – Garages



Free standing parking garages should be designed in such a fashion that they have minimal negative impact on adjacent streets and sidewalks. This can be accomplished through the use of interesting façade treatments, planting and landscaping adjacent to or incorporated into the structure and other, similar devices wherever the garage is not faced with residential or other functions.

CHARACTER OF BUILDINGS

The architecture of Loudoun Station and the visual synergy between the individual buildings and the

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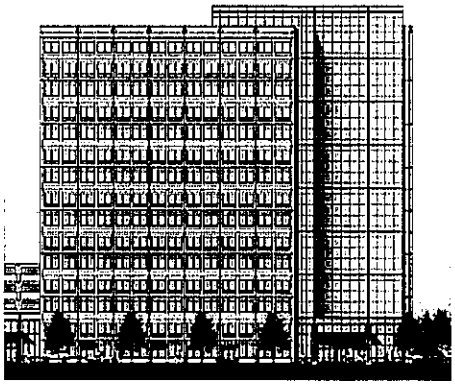
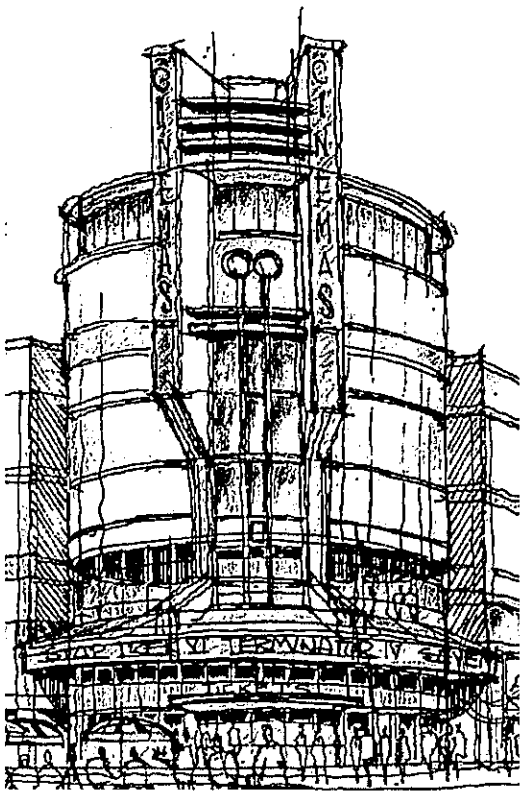


streets and other public spaces will be a critical element in achieving the sense of place. It is important that the buildings be constructed close to the street's build to line and have a continuity between the structures in the community in terms of scale and composition while, at the same time, allowing for architectural innovation and creativity. The following guidelines are meant to define those elements of the buildings which are most important while providing sufficient flexibility to create a dynamic urban environment which balances consistent urban design with architectural diversity. In no manner are these guidelines to be construed as dictating a particular architectural style or approach.

- Buildings shall have a defined base, middle, and top.
- The design vocabulary used for the individual buildings should reflect the principal use of the structure whether it is retail, residential, office or public.
- Retail only buildings should be made readily identifiable as such through the use of signs, awnings, building massing, window displays and other techniques.
- In the case of non-retail buildings with retail uses on the ground floor, the mercantile character of the use should be clearly evident through the use of signage, awnings, display windows or other mechanisms. Entries into retail spaces should be from the street wherever

A-77



possible and buildings should be predominantly oriented to pedestrian spaces.

- Non-retail buildings without ground floor uses shall present an interesting façade to the street and shall reflect a pedestrian scale. Methods for achieving this include the use of false display windows, public art and articulation of the façade through changes in materials or architectural detailing at the first floor level.
- The overall color of the buildings should be light in character although darker materials or colors may be used for accents and to call attention to specific architectural features.
- Long expanses of wall unrelieved by fenestration or architectural articulation are to be avoided.
- Building entries should be clearly delineated and readily visible.
- It is the intent of the planning at Loudoun Station to provide a pedestrian friendly environment. To that end individual building developers are encouraged to use a combination of arcades, awnings and canopies, where appropriate, to provide a continuous, convenient and protected pedestrian passage along the retail frontages.
- Mechanical equipment, whether located on the top of buildings in the case of commercial and some residential structures or ground mounted should be screened from view in an attractive yet unobtrusive manner.

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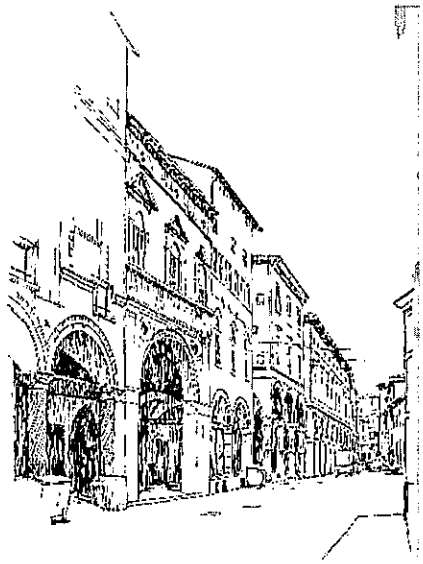
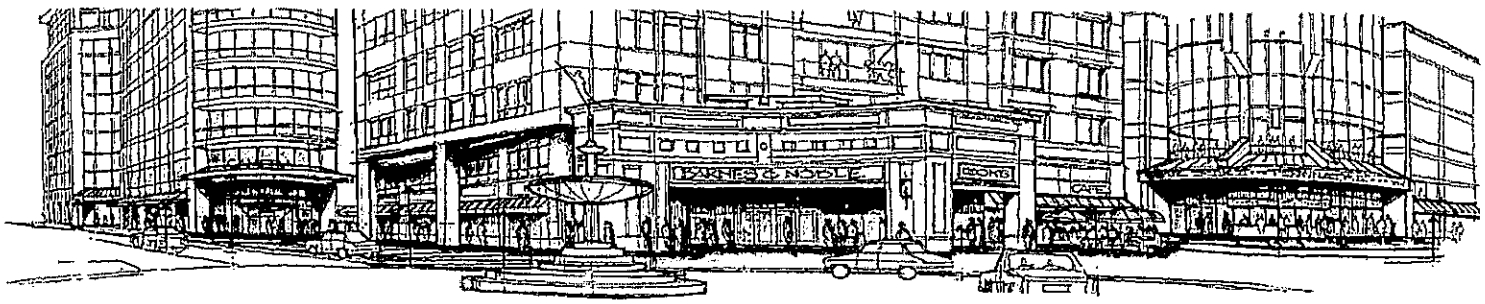
- Articulation of building tops is encouraged in order to create a more interesting skyline to the overall development and to individual buildings. This may be accomplished in a number of different ways including manipulation of the parapet, introduction of tower elements at entrances and/or strategic corners and use of setbacks in the upper building floors.

AWNINGS & CANOPIES

Guidelines



Awnings can be an important element in creating retail identity. However, awnings should complement the architecture not compete with it. In general, they should accent windows and doorways. Awnings which span the width of the façade or a substantial portion should not be allowed. Internal illumination should be allowed. Building canopies should be permanent structures that highlight building entries. Residential or hotel canopies may extend to the back of curb. Attachment or incorporation of the building name and/or address on canopies is encouraged. Specific guidelines are as follows:



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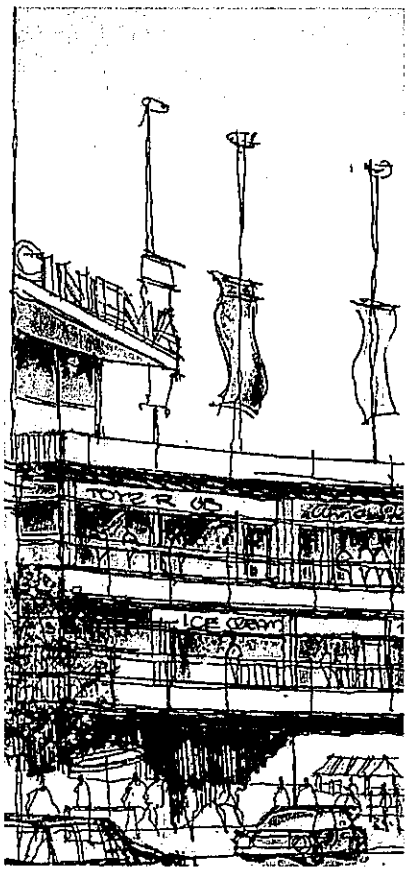
- Fabric awnings or canopies generally should be simple in design with subdued patterns and a minimum of colors.
- Multiple or repetitive signage, logos, and/or advertising are generally not permitted.
- Awning or canopy edges must be straight. Scalloped or crenulated edges are not permitted.
- Awnings or canopies must be constructed of quality material and be securely attached to their frames.

BANNERS

Guidelines



There are two types of banners. Decorative or seasonal banners, generally vertical in design, are a proven method of introducing both color and continuity into urban spaces and are normally mounted on light standards but may be in stand alone arrays. Announcement or event banners may be designed to be placed on the same brackets as decorative banners or, more commonly, are horizontal in nature and stretch from one side of the street to the other. Should decorative or seasonal banners be used at Loudoun Station they should be part of a system where the content is changed at least four times a year. Announcement banners, if approved, should be put in place no sooner than two weeks before the event and removed within a

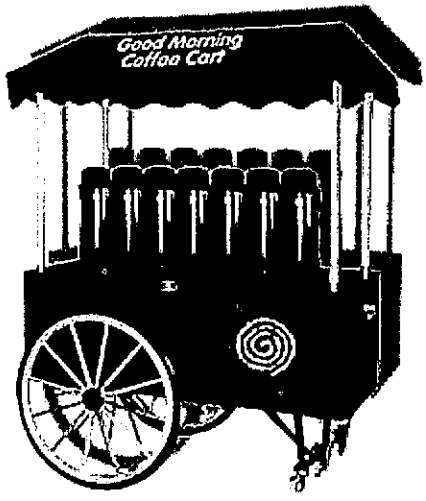
A-80

reasonable time thereafter. Specific guidelines relating to banners are as follows:

- All banners relating to individual retail or office promotions, hiring or advertising are prohibited.
- Banners for specific community-oriented events such as festivals or holidays may be approved at the discretion of the DRB. Banners for such seasonal or re-occurring events may be installed on a regular basis once they have been approved by the DRB.
- Approved banners must be professionally fabricated of durable, weather-resistant material.

CARTS

Guidelines



Vending carts can be an attribute to the urban environment. They provide additional vitality to the street and offer alternative places to dine and shop as well as allowing persons with small amounts of capital to enter into the business world. However, carts can also be detrimental if poorly designed, located or maintained. Following are specific guidelines for vending carts:

- Carts (such as food or beverage carts) shall be constructed of quality materials and finishes, with signage and graphics professionally executed.
- Overall dimensions generally shall not exceed six feet in conformance with Loudoun County

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Zoning Ordinanceith a maximum height of nine feet including any awning.

- The location of carts must not interfere with pedestrian or vehicular traffic and must not create problems with respect to noise, illumination, sanitation or visual clutter.

COMMUNICATIONS EQUIPMENT

Guidelines

Access to modern telecommunications is critical for business and is becoming increasingly important for the individual as well. However, if not properly allowed for the various dishes, antennas and wiring are detrimental to creating a pleasing and harmonious design. The following guidelines describe acceptable practices for this infrastructure.

- The location and screening of communications equipment such as satellite dishes or antennas shall be considered an integral part of the building design. The size, location, and amount of equipment must not detract from the architectural integrity or appearance of the building. Satellite dishes are not permitted on balconies in buildings where rooftop areas are provided for such installations.
- Dishes or antennas shall be placed behind parapet walls or be centrally located on the roof and be screened in such a way as to be visually

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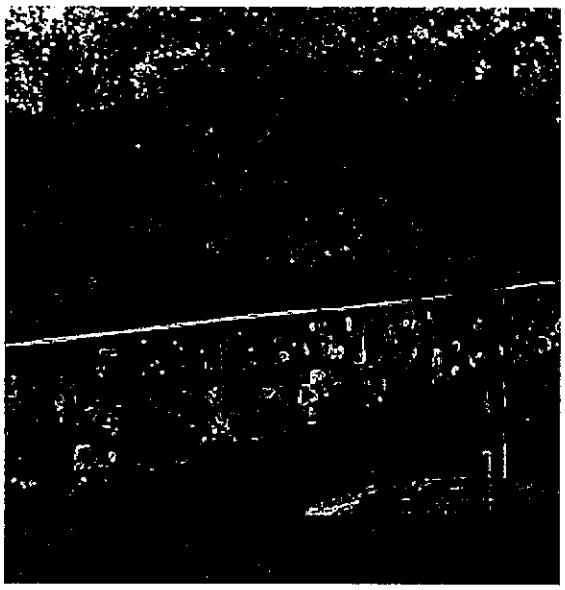
unobtrusive from the ground or from lower buildings on the site.

- Generally, dishes or antennas shall be painted to match their background building color.
- Satellite dishes may not be used for signage or advertising purposes or be illuminated.

FENCES, WALLS, & SECURITY GATES / BARRIERS

Guidelines



Fences, walls and similar installations are necessary parts of the urban environment and can be either positive or negative depending upon their purpose, location and design.

- Temporary fencing that is required during construction must be removed once the construction is substantially complete.
- Permanent perimeter or property line fencing or walls are prohibited, except for security purposes and for retaining walls which provide topographic relief. Electrical, mechanical or other equipment within the property may be secured by fences, walls, landscaping or other barriers. Such walls or fences shall be consistent with the architecture of adjacent buildings, integrated into the overall design and not obstruct pedestrian or vehicular movement. All efforts shall be made to locate such facilities away from the public view.
- Security gates or barriers are generally prohibited except for situations where security is

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essential. The design and color of such gates or barriers must be consistent with that of adjacent buildings and the overall urban design.

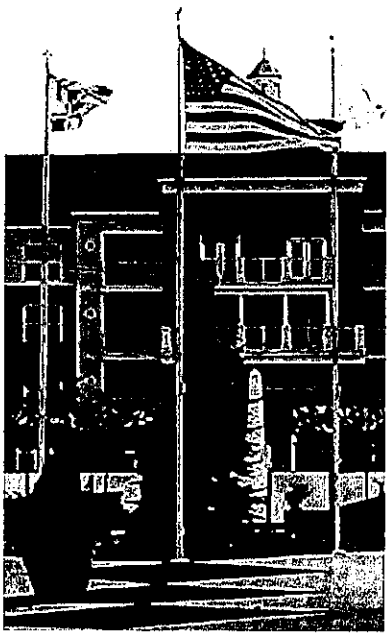
- Permanent chain link fences are prohibited except as approved by the DRB. Such fences shall be vinyl-coated black, dark brown or dark green color. Posts must be wood or metal painted black, dark brown or dark green. Galvanized (silver) chain link fencing (except for temporary construction) is prohibited.
- The maximum height of any fence or wall shall be six feet unless specifically approved to be higher by the DRB (and permitted by County regulations).
- In general, fences, walls and gates should be located so as to be as inconspicuous as possible to public view.
- Fences, walls or gates may require screening by berms and/or landscaping in order to soften their visibility from adjacent streets.

FLAG POLES & FLAGS

Guidelines

The use of flags either as a method of conveying public spirit, identifying public spaces or buildings or establishing corporate identity is a common practice in cities and towns. However, the overuse or indiscriminate use of flags should not be allowed except when used to commemorate or acknowledge

A-84



public events or celebrations. The following guidelines outline appropriate use of flags in Loudoun Station.

- The height of the flag poles should relate proportionately to each other.
- The color of the flag pole should match that of the building trim or the parking lot light poles, depending on the location.
- No more than two flags may be flown on any pole.
- Only one corporate identity flag may be used on any building or flag array.
- In the case of flag arrays in public spaces, the location of the poles shall be consistent with the overall design and shall not provide an impediment to pedestrian movement.
- Illumination of flags may be approved if the illumination is discreet and does not result in glare being projected onto adjacent streets or properties.
- Illumination of flags by high pressure sodium vapor (yellow-orange) lighting is specifically prohibited. Approved lighting must utilize a "white" light such as metal halide, incandescent or similar (see design guidelines for Lighting).

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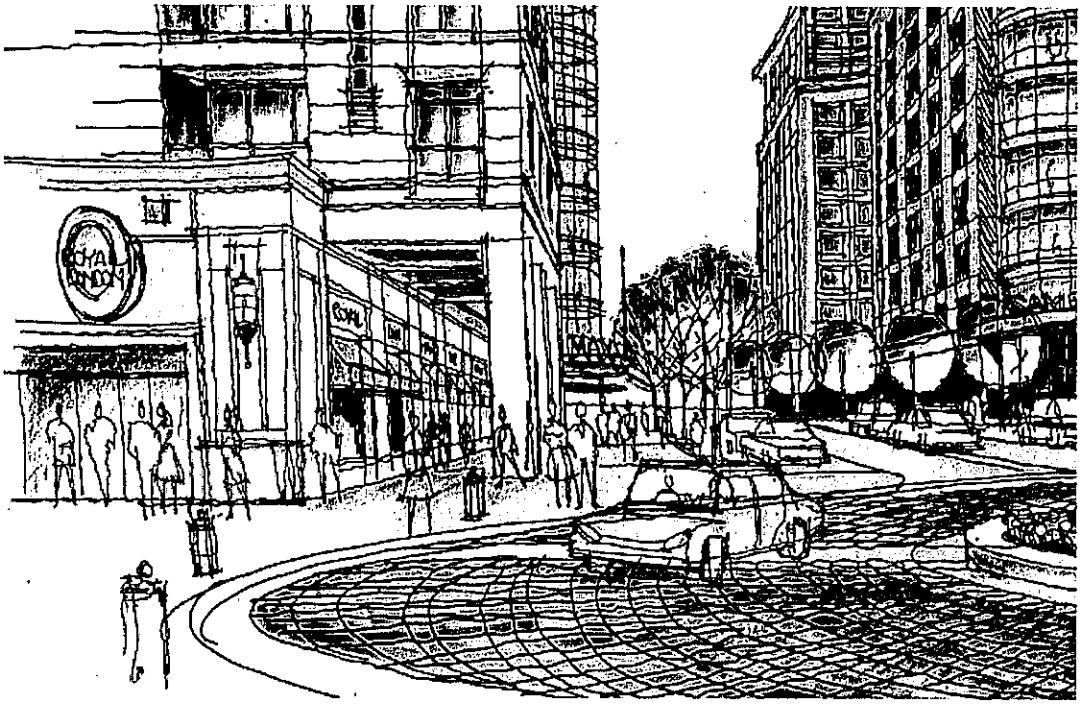
PLAZAS, OPEN SPACES AND FOCAL POINTS



Guidelines

Plazas, open space and special amenities make important contributions to the quality of the built environment when properly designed. They should be easily accessible either visually and/or physically by the public, an integral part of the overall concept and compatible with the design of adjacent buildings. In the case of Loudoun Station there are two great public spaces, Civic Plaza and the Market/Center Street traffic circle. In addition there are a number of public and private secondary spaces throughout. The following guidelines are intended to give direction to the design of these spaces.

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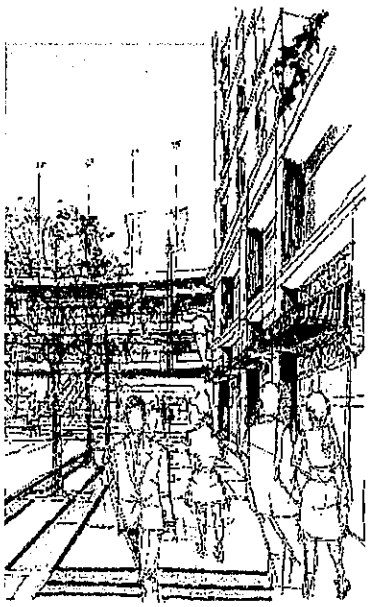

- Civic Plaza should have ample provision for seating on all planter and other walls as well as more traditional seating such as benches. Outdoor cafes should be encouraged. Materials and design used for paving should help to visually differentiate Civic Plaza from surrounding streetscapes.
- Landscape materials in Civic Plaza should provide shade in summer and color throughout the year.
- Provision should be made for power, stage areas, sound systems and event lighting in Civic Plaza.
- Both Civic Plaza and the Traffic Circle should have central focal points of interest which help organize the space. This may be accomplished by public art, fountains and architectural features or design in adjacent buildings.
- Native landscape plantings should be considered for use where practical.
- Landscape design, whether in public or private areas should:
  - Reinforce architectural design objectives.
  - Screen views of parking areas, walls, service areas, mechanical equipment, etc.
  - Provide color, texture, and visual interest.

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LANDSCAPE DESIGN

- A conceptual landscape plan showing the general location and type of plant material shall be submitted to the DRB as part of the preliminary design phase. A final landscape plan showing the final location, type and size of plant material shall be submitted as part of the final design phase.
- Proposed plant material shall comply with sizing and grading standards of the latest edition of *American Standard for Nursery Stock.*
- All landscaping planting shall be installed in accordance with the approved plan and within 6 months of substantial completion of any building on the site. At the time of installation, minimum tree sizes shall be as follows:
  - Deciduous canopy or shade trees: 3 to 3 1/2 inches in caliper.
  - Deciduous ornamental trees: 2 to 2 1/2 inches in caliper.
  - Evergreen trees: 7 to 9 feet in height.
  - Evergreen shrubs: 18 to 24 inches spread.
  - Deciduous shrubs: 3 to 4 feet in height.
- Tree pits for street tree plantings shall be a minimum of 4'x6' with a continuous amended soil panel filled with structural soil.
- At important locations such as corners, intersections or as screening for parking

A-88

structures, the DRB may require larger trees to be installed.

- Trees and Shrubs used for screening purposes shall be predominantly evergreen.
- Native landscape plantings shall be utilized to the greatest extent feasible.
- Plant material must be maintained in a healthy condition at all times and must reflect the final landscape plan approved by the DRB. Shrubs and trees may be pruned to maintain an attractive appearance but live trees larger than 6 inches in caliper may not be removed without the approval of the DRB. Dead or diseased trees that are removed shall be replaced with material of comparable size and quality in a timely manner.

Submission Requirements

- Site plan showing proposed location of plant material, type, and size.
- Planting specifications and details as required by the DRB.
- Any other information required by the DRB.

LIGHTING

Guidelines

Lighting should accomplish a number of objectives in the built environment; creating a sense of security

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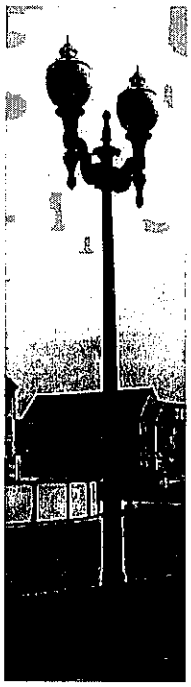

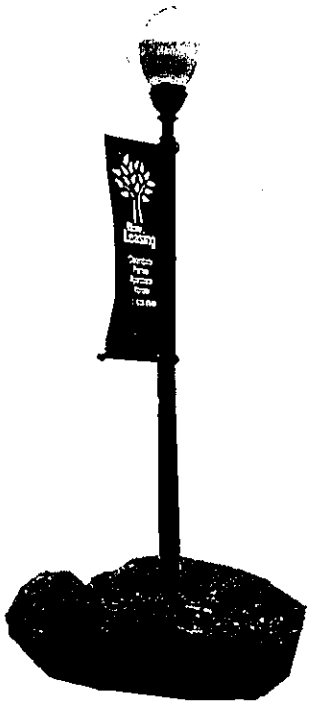

thereby encouraging evening activity, highlighting architectural or urban design features and, when used creatively, creating color and drama. The following guidelines are intended to provide direction of the installation and use of lighting and lighting fixtures in Loudoun Station.

- An attractive lighting fixture that can provide both pedestrian and vehicular lighting should be selected and used throughout the project.
- Light pattern shields shall be used to diminish inadvertent uplighting.
- Cobra head fixtures should not be used.
- For any building or project, exterior lighting should be compatible with and appropriate for the building architecture, materials, and colors.
- Lighting shall be designed and located to accommodate public safety without creating glare or high intensity.
- High pressure sodium vapor (yellow orange) lighting is prohibited for exterior use including streetscape, buildings, parking facilities, service areas, signage, etc. Such lighting is also prohibited inside parking garages or building entries where it would be visible from the outside.
- The use of wall sconces, lanterns or other lighting to delineate building entrance is encouraged.
- Generally, spotlights or wall packs are not permitted due to their glare and intensity. However, certain wall packs may be approved

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depending upon their location, type, size, wattage, and mounting height on the building. Such walls packs should be a "cut-off" type that direct light downward and should not direct glare or high intensity light onto adjacent streets or buildings.

- The DRB reserves the right to re-evaluate the installed fixtures and require a change and/or reduction in wattage if in the DRB's opinion such a change and/or reduction is needed.

MECHANICAL EQUIPMENT

Guidelines

Mechanical, Electrical and similar infrastructure is a necessary concomitant to building. However, the visual impact of such installations can and should be minimized as per the following guidelines.

- Electrical and mechanical equipment as well as propane tanks, generators, etc., shall be screened from public view by means of integration within the architectural elements of the building or by the use of berms, walls, fences, plant material or other appropriate means.
- Noise-producing mechanical equipment shall be located and screened so as to eliminate or reduce impact upon adjacent uses.
- Roof-top mechanical equipment shall be screened by an appropriate barrier or enclosure.
- Flues, vents, and pipes on the roof shall be painted a flat black or a color that matches their

A.91

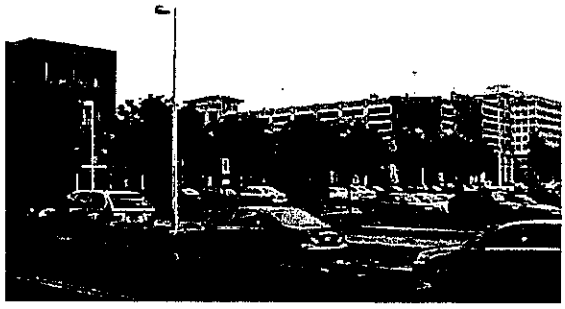
background or roof material color in order to reduce their visibility.

- Signal control boxes and similar devices shall not be located as to be a hindrance to pedestrians and, whenever possible, shall be located in adjacent buildings or at back of sidewalk.

PARKING

Within this Transit Oriented Development (TOD) automobile parking must be accommodated. The following guidelines are intended to provide direction in how to minimize the impact of parking on the streetscape.

Guidelines – Parking Lots

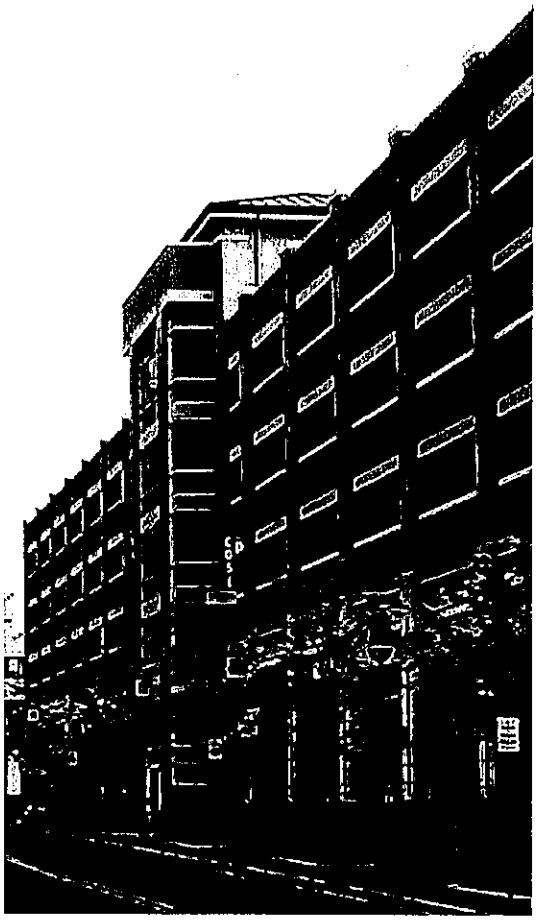


- Parking must be screened by natural vegetation, new landscape material, walls, and/or landscaped berms. Evergreen shrubs (maximum 30" height) shall be used to screen bumpers, wheels and paving while allowing for surveillance. Screening shall also be effectively used between parking lots and buildings.
- Parking lots should contain planted islands to break up the mass of paving, with islands large enough to contain deciduous trees at least 3 inches in caliper unless impacted by utility easements.
- Light fixtures shall be selected and located so as to avoid glare and high intensity. High pressure

A.92

sodium vapor (yellow-orange) lighting is prohibited. (See design guidelines for Lighting).

Guidelines – Parking Decks and Garages



- Structured parking shall be designed to include architectural features and details to minimize the appearance of bulk.
- Exterior finish materials of structured parking shall have a general quality and appearance compatible with the architectural components of adjacent buildings.
- Primary faces of parking garage structures (those facing major streets) shall have horizontal floors instead of ramps or slopes.
- Structures should be screened by appropriate plant material both on the structure and in front of it, especially in situations where long elevations of the structure are visible from adjacent streets.
- Primary access to parking structures shall be from external streets.
- Lighting for both the exterior and interior (if visible from the outside) shall be designed and located to avoid glare and excessive brightness. High pressure sodium vapor (yellow-orange) lighting is prohibited.
- Light fixtures on the top of a parking structure shall be a "cut-off" type to reduce glare, with a recommended height of no more than 20 feet above the deck surface.

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RECREATIONAL FACILITIES / PLAY EQUIPMENT

Guidelines

- Recreational facilities such as tot lots, swimming pools, picnic areas, volleyball courts, basketball courts, or similar amenities shall be located and designed to be attractive and visually unobtrusive.
- Landscape material may be required to screen the facility from public view from streets and neighboring properties.
- Any play equipment made of wood shall be left to weather naturally. Any permanent (non-movable) play equipment made of metal or plastic shall have muted colors.
- Any fencing associated with a play area or tennis court shall be in conformance with the fencing criteria within this document.

Submission Requirements

- Site plan showing the proposed location and type of facility or equipment.
- A drawing, catalogue picture or photograph of the equipment with dimensions, materials, and colors.
- Plans showing the location, type, and size of plant material proposed for screening.
- Any other information required by the DRB.

SECURITY CAMERAS

Guidelines

- The location of exterior security systems such as closed-circuit television cameras shall be considered as an integral part of the building's design. Systems shall be selected and located so as to be visually inconspicuous and must not detract from the building's appearance.
- Design solutions shall emphasize locating security cameras behind windows or glass screens or incorporating cameras within architectural elements of the building.
- In situations where cameras, housings, brackets, conduits, and other mounting hardware cannot be hidden, they shall be painted to match the color of the building surface to which they are attached.
- Cameras and supports shall not extend above the roof line or protrude beyond the corners of a building.
- Any pole-mounted cameras shall be kept to a minimum number and must be painted to match the color of the poles.

Submission Requirements

- Site plan, architectural plans, and elevations as appropriate showing the proposed location of cameras.
- Scaled drawings or photographs, specifications, and color samples of the camera housing,

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mounting system, poles, conduits, and other accessories.

- Any other information required by the DRB.

SERVICE, LOADING, & DUMPSTER FACILITIES

Guidelines

As is the case with electrical and mechanical equipment as well as parking areas, service, loading and trash pickup facilities are a necessary but often unsightly part of the urban landscape. However, careful provision for these facilities can decidedly reduce their visual impact while still enabling them to function efficiently.

- Service areas, loading facilities, and trash dumpster areas shall be designed to blend harmoniously with the overall building design, materials, and colors. If these areas or facilities are not located within the building, they must be screened from public view by berms, walls, fences, plant material or other appropriate means.
- Individual trash dumpsters or trash areas must be screened or hidden by walls, fences, plant material or other appropriate means.
- Trash dumpster enclosures shall be constructed of a substantial material such as wood or masonry and include secure, self-closing gates.

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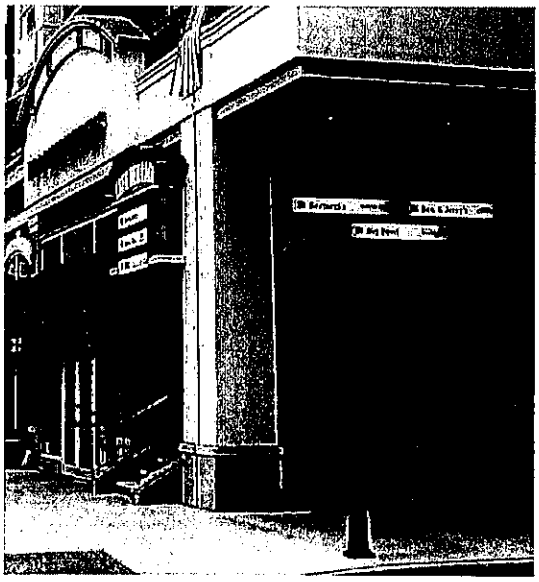
- Chain link fence enclosures either with or without "slats" or inserts are prohibited.

SIGNAGE – EXTERIOR, PERMANENT

Guidelines



The quality, quantity and overall appearance of signs is a critical component of urban spaces. When well designed, signs promote commercial activity, provide color and interest to the streetscape and provide necessary information. When poorly designed the effect is exactly the opposite. The following guidelines are intended to provide direction in the design, size and placement of signage throughout the development and interface with a future comprehensive signage program.

- Signs for retail businesses shall be distinctive from their neighbors in terms of color, graphic design and other elements. Cohesiveness should be derived for generally common placement, size materials and design approach.
- The allowed signage area shall be determined by the use and the character of the adjacent roads. Store fronts and buildings along pedestrian streets can communicate more information and generally be smaller than for major streets where signage should be larger but very simple in order to communicate effectively.

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- Retail sign packages shall consist of three levels of signs; one that communicates with motorists and the person across the street; a smaller sign aimed at the person down the block and, finally; a combination of signs and high quality storefront design that reaches out to the person immediately in front of the shop. Window signs shall cover no more than 10% of the window area. Projecting retail signs are encouraged.
- Marquee signs are encouraged for businesses where such signs are traditional such as movie or performance venues.
- Each building, with the exception of retail only buildings shall have a readily visible address and, in the case of named buildings, an identification sign. Such signs shall be visible to both pedestrians and motorists. These may be incorporated into the building canopy.

Monument or Free-Standing Signs

- A monument or free-standing sign may be located at the entrance to project
- Such signs must not create a sight distance problem for vehicles.
- The lettering style should be simple and straightforward, with the size of letters scaled to pedestrian and vehicular sight lines from the street.
- Any illumination must not create glare or excessive brightness. External light fixtures for monument signs should be concealed or

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screened by landscaping and directed so that no glare impacts motorists. High pressure sodium vapor (yellow-orange) lighting is specifically prohibited.

Building "Signature" or "Major User" Signs

- Generally, one building "signature" or "major user" sign (as determined by the owner of the building) is permitted on the top level of any one building.
- Roof-mounted signs or signs protruding above the building roof line or above the parapet wall are not permitted.
- Major signs should consist of individual, pin-mounted letters, (illuminated or non-illuminated). Letters mounted on raceways or "box-type" signs are discouraged.
- In general, for buildings up to three stories in height, "signature" signs may have letter or logo heights of up to 30 inches. For buildings taller than three stories these signs may have letter or logo heights of up to 36 inches. The DRB may allow larger letter or logo sizes depending upon the sign's length, design, color, location, visibility, and illumination.

Tenant Signs

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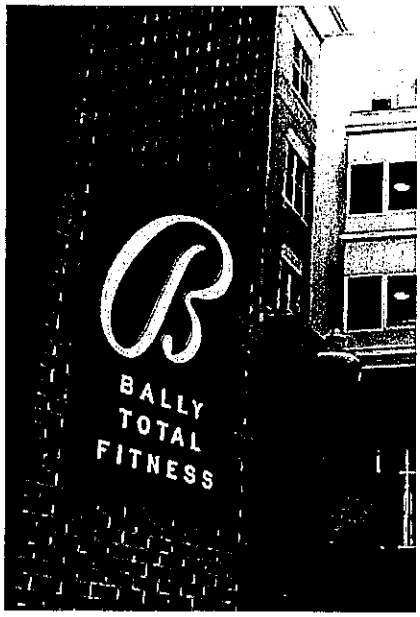

- Each office building is allowed to have one sign adjacent to the principal entrance that lists the major building tenants
- Tenant signs other than the building "signature" or "major user" signs are generally permitted only on the first level or ground level of a building and shall be pedestrian friendly. At the discretion of the DRB, tenant signs may be allowed on the second level of a building in cases where a suitable sign area has been provided as part of the architectural elevation and where visibility of the sign is an issue.
- The style and height of letters should be standardized and should relate to the size of the area to which the sign will be attached. Generally, a height of 8 to 14 inches is appropriate. Signs or logos with larger letters or characters may be approved by the DRB depending upon factors such as the sign's overall length, height, location, visibility, color, illumination, etc.
- First level window signs may be permitted depending upon their size and location.

Illuminated Signs

- External illumination fixtures, most appropriately used for wall mounted retail signs shall be permanently mounted and the light source permanently directed.

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- Halo illumination is preferred to internally illuminated signs. Internally illuminated "box" signs are prohibited.
- Illuminated signs shall not disturb nearby uses, particularly residential uses, and shall not create glare or excessive brightness.
- High pressure sodium vapor (yellow-orange) lighting is specifically prohibited.
- Fixture styles should compliment the architectural style or character of the building.
- Building-mounted sign conduits, raceways, transformers, junction boxes, etc. must be concealed or painted so as to make them as inconspicuous as possible.

SIGNAGE – EXTERIOR, TEMPORARY

Guidelines

Temporary signs shall comply with the appropriate Loudoun County regulations.

STREETS & STREETSCAPE

Guidelines

The streetscape is the largest public space in Loudoun Station. As such the success of its design is of critical importance to the overall success of the project aesthetically and commercially. Consisting of the street, the sidewalk, the street furniture and the facades that front on to it, the streetscape is the interrelationship between all of these elements.

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Character of building and other important elements such as parking and loading as well as utilities and infrastructure are discussed elsewhere in this document. The following recommendations are intended to provide guidance in the development of the other components of the streetscape.

- Sidewalks may be concrete, brick or other acceptable material but should incorporate decorative elements such as paver banding, interesting patterning in the concrete or other elements.
- Street trees shall be planted in grates no less than 30 feet on center. Variations in the street tree pattern to acknowledge building or store entrances and other significant features shall be allowed.
- Decorative banners are encouraged.
- Street furniture, including but not limited to bollards, benches, trash receptacles, and bike racks shall be selected from commercially available models with combined user comfort, low maintenance and high vandal resistance. Street furnishings shall be placed so as to not impede pedestrian traffic. Street furnishings shall be of high quality, consistent with the style and color of the selected streetscape light fixtures as well as other elements in the approved master plan.
- Pedestrian crosswalks shall be clearly marked with contrasting surface materials (private

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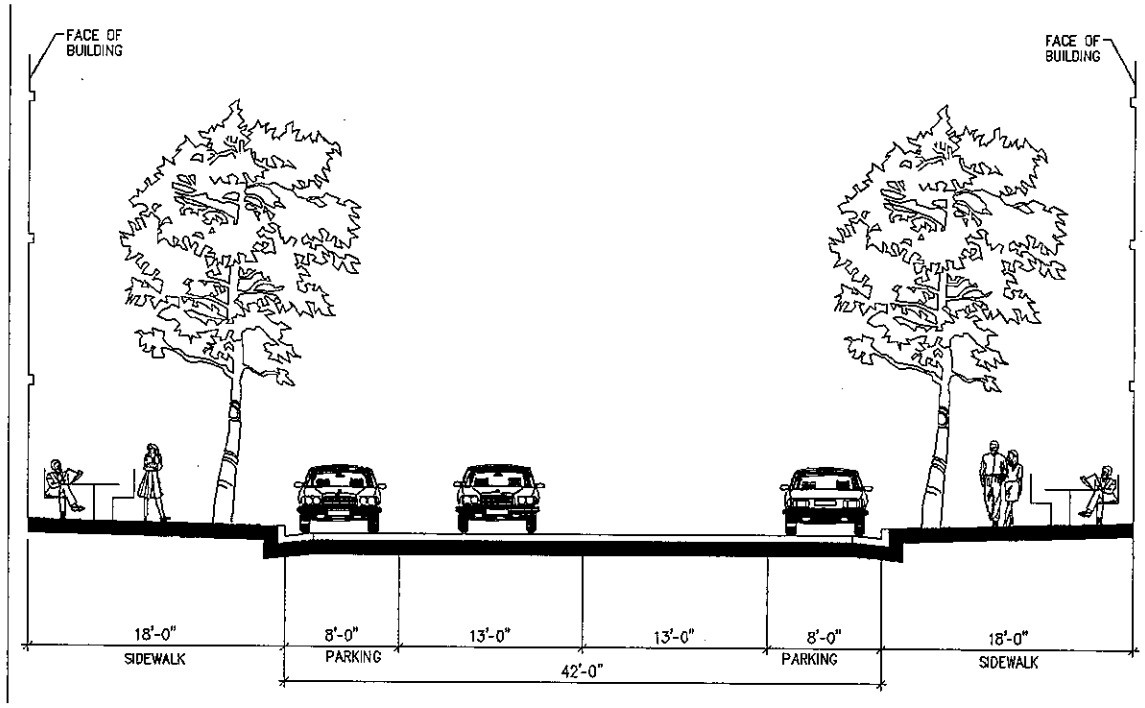
streets only) that compliments the sidewalk paving.

- Pedestrian crosswalks at public streets shall be clearly delineated by paint or a change in texture and/or materials.



TEMPORARY FACILITIES & TRAILERS

Guidelines

- Construction trailers, storage trailers, sales trailers, temporary rest rooms, and other such facilities are permitted only as temporary uses and should be located as inconspicuously as possible.

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- These temporary facilities and any associated signs must be maintained in a neat and orderly manner and must be removed promptly when construction is complete.
- Temporary lighting associated with these facilities must be a "white" light (no high pressure sodium) and must not create glare or high intensity.
- Fencing and landscaping may be required depending upon the location and appearance of the facility and length of time.

REDEVELOPMENT

Guidelines

- Redevelopment and/or external streetscape alterations are subject to the same review process as original construction.
- Any redevelopment and/or external streetscape alteration must be sensitive to the established character, quality and architectural design of Loudoun Station (resubmission required).

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ATTACHMENT 3

Moorefield Station Design Guidelines and Development Standards

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MOOREFIELD STATION

A CLAUDE MOORE CHARITABLE FOUNDATION COMMUNITY

LOUDOUN COUNTY, VIRGINIA

Design Guidelines and Development Standards

Exhibit "B"
Claude Moore Charitable Foundation
Proffer Statement
ZMAP 2001-0003
November 30, 2002

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Table of Contents

Moorefield Station

Moorefield Station will be developed at a high density and will serve as a model of efficient land use, an alternative to suburban sprawl. The mix of proposed uses will promote a well-rounded community, similar in form and character to towns developed decades ago.

This approach to community development encourages owners and occupants to continually reinvest economically and emotionally in their community. It is this reinvestment that will make Moorefield Station a sustainable development, harmonious with its neighbors and compatible with local development goals.

The Moorefield Station theme - *enhance the quality of life* - is consistent with the values of the Claude Moore Charitable Foundation. From its inception Moorefield Station will be based on human values rather than solely on economics.

The architecture will reflect both regional character and modern necessity, all the while exhibiting a commitment to design. A positive live, work and play environment will foster a vibrant community.

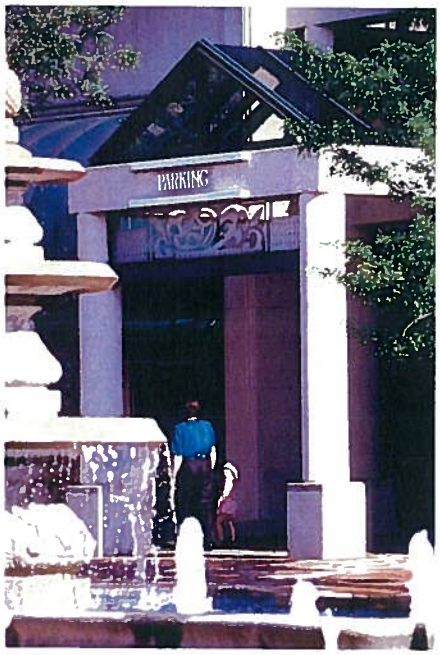
The Concept Plan is a physical expression of the belief in a better environment: it is one that offers convenience, encourages community involvement and provides a long list of amenities.

Moorefield Station will require a high standard of development. In order to meet that standard and reap the positive environmental, economic and social benefits, it is important to establish development guidelines at the outset of the project. These will assure that basic urban design principles are followed.

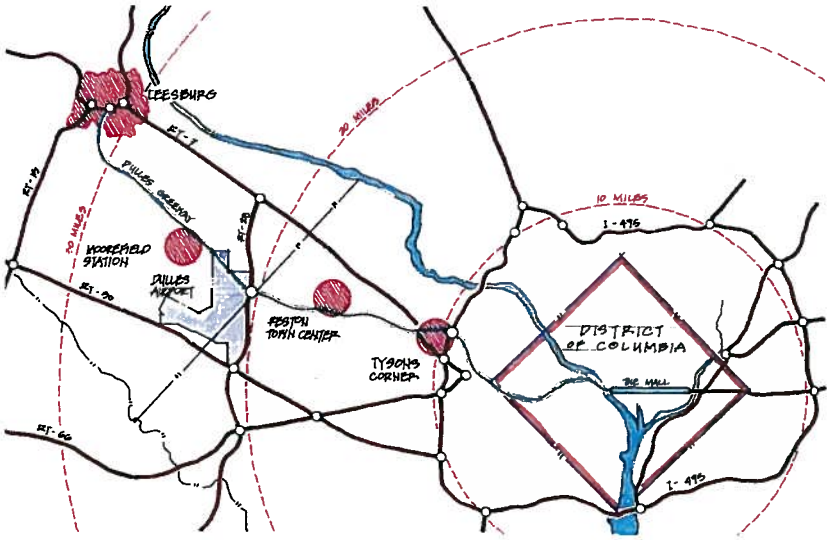
The Design Guidelines have been developed based upon the project's site and its context as a Transit Oriented Development (TOD). A number of different typologies are proposed. These Design Guidelines incorporate two of the three critical elements of a TOD: Design, Diversity, and Density. Density for Moorefield Station is controlled by its zoning district: Planned Development - Transit Related Center (PD-TRC).

In the Development Standards, specific guidelines are proposed that will shape future development to create an organized and unified community. The fundamental elements of the development are described, including public and private architecture, streets, civic spaces, and open areas. Community life depends on more than appearance: these guidelines will be effective as they are implemented at a range of scales, from planning to architectural signage.

It should be noted that while this document describes a general standard, compliance with that standard does not preclude meeting Commonwealth of Virginia and Loudoun County regulations and following their approval procedures. However, if any provisions of these guidelines are more restrictive than applicable State code and County Ordinances, the provisions of these guidelines shall apply.



Design Guidelines assure that basic urban design principles are implemented for a positive sense of place.



Location

Moorefield Station is strategically located approximately twenty-five miles west of Washington DC and two miles west of Dulles International Airport in eastern Loudoun County, Virginia. The property is adjacent to the Dulles Greenway and within three miles of Dulles International Airport.

This distance from Moorefield Station to Reston is the same as that from Reston to Tysons Corner and that from Tysons Corner to Washington, DC. The world headquarters of America Online and WorldCom are situated nearby: this region is Northern Virginia's technology corridor. The location and physical attributes of the property present a unique development opportunity.

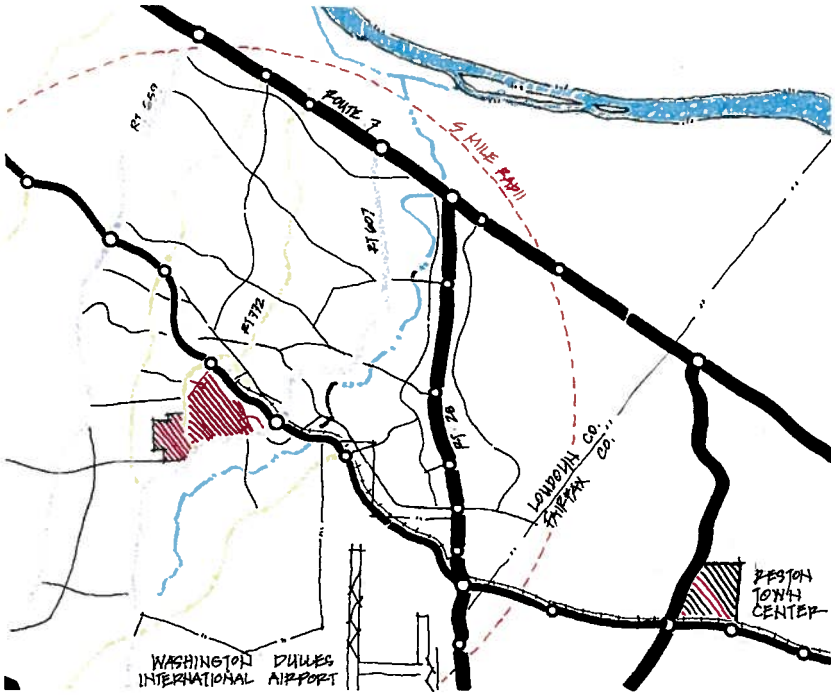
Loudoun County is projected to fuel the region's most rapid job growth through the next decade. Northern Virginia's vibrant business community and the federal, state, and local governments have committed many resources to making this region a global marketplace for the new century. Projected growth will continue to attract a highly advanced workforce to the region, which is served by a network of existing and planned major highways. There are two highway interchanges in the immediate area, providing rapid access to the entire metropolitan area.

Moorefield Station presents an opportunity to create a model of smart growth and sustainable development, while generating a legacy for the Claude Moore Charitable Foundation. Moorefield Station exhibits a comprehensive planning vision that will become the standard for mixed-use, transit oriented development.

The Claude Moore Charitable Foundation's primary mission is "the enhancement of educational opportunities, including higher education, for young people in the Commonwealth of Virginia and elsewhere." The Community is being developed to recognize Dr. Moore's vision for Loudoun County and to provide funds for the Foundation.

Reston Town Center

A sense of place is fostered not by the buildings themselves but by their ability to define public spaces.

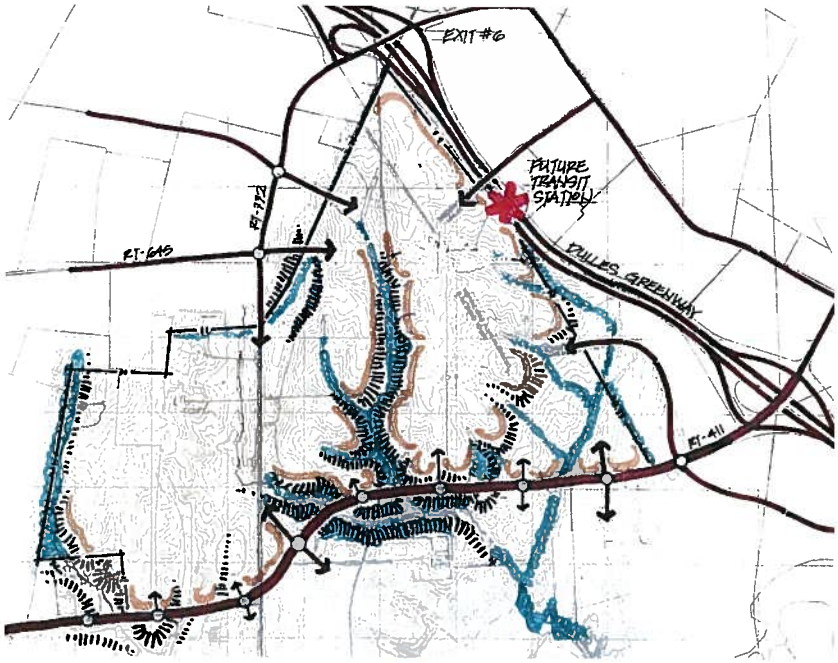


Moorefield Station is bounded on the south by Route 411 (Loudoun County Parkway) and the north and east by the Dulles Greenway (Route 267), a limited access highway. The northern and western edges of the property abut existing Ryan Road. The western portion of Moorefield property adjoins residential subdivision development and is bisected by Route 772.

Route 411, Loudoun County Parkway, is a major north-south arterial connecting Route 7 to the north with Interstate 66 to the south. Route 659 parallels Route 411 and will provide access from the west. Two interchanges on the Dulles Greenway will serve as major entrances for traffic.

A planned mass transit station is to be located adjacent to Moorefield Station on the Dulles Greenway. The future station will serve "kiss and ride" commuters, have a connection with local bus routes, and serve pedestrian traffic.

Dulles Airport

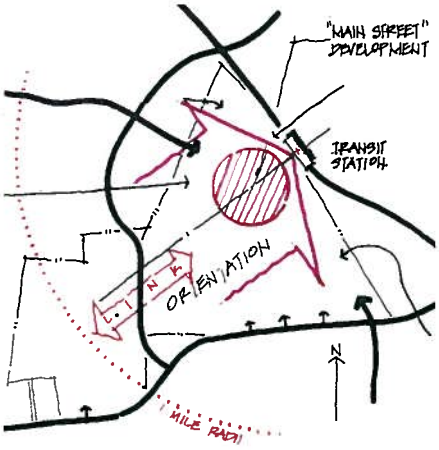


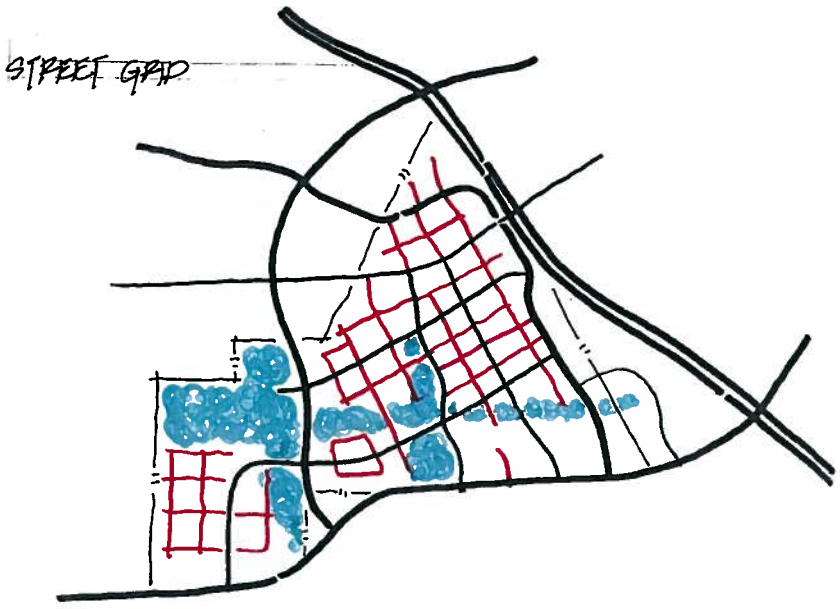
Existing Conditions

The Moorefield Station site is approximately 600 acres. It is characterized by gently rolling topography lending itself to higher density mixed-use development.

The highest point on the site is approximately 345 feet above sea level and the lowest point is approximately 250 feet, for a total elevation change of 95 feet. The property does have natural drainage ways, and wooded stream valleys; all of these are incorporated into an open space system.

The location of the future transit station influences the organization of the transit oriented development (TOD). The streets of the development will lead to and focus on the future station. The highest development densities - the Inner Core subarea - will occur adjacent to the station. Because of the development density and efficiency it permits, a rectilinear grid of streets is used. One of these proposed streets, Station Street, will become the center of retail and community activity for Moorefield Station.





Transportation Infrastructure

In addition to the grid street network, Claude Moore Avenue, a North-South local street paralleling the stream valley, marks a transition from the more urban streets. This parkway will be a greenway, and become one of the community's entrances. Additional streets and alleys will complete the grid of city blocks for Moorefield Station.

Moorefield Station's transportation network incorporates all the improvements planned by Loudoun's County-wide Transportation Plan (CTP), and the Virginia Department of Transportation (VDOT), as well as the regional mass transit system.

Transit Oriented Development

As mentioned above, Moorefield Station has been organized into four precincts: the Inner Transit Oriented Development (ITOD); Outer Transit Oriented Development (OTOD); Inner Transit Supportive Area (ITSA); and Outer Transit Supportive Area (OTSA).. The highest densities and greatest mix of uses can be found within the ITOD; note that the most dense development will be within a 10 minute walking distance of the transit station. These high densities will require an efficient use of land, resulting in smaller building to curb setbacks.

ITOD - Within the ITOD a mixture of uses including residential, office and retail space will create a live/work community at the heart of the project. Mixed use development confers such advantages as extended hours of activity and the possibility of sharing parking between complementary uses. This precinct will also have the highest density development of the community.

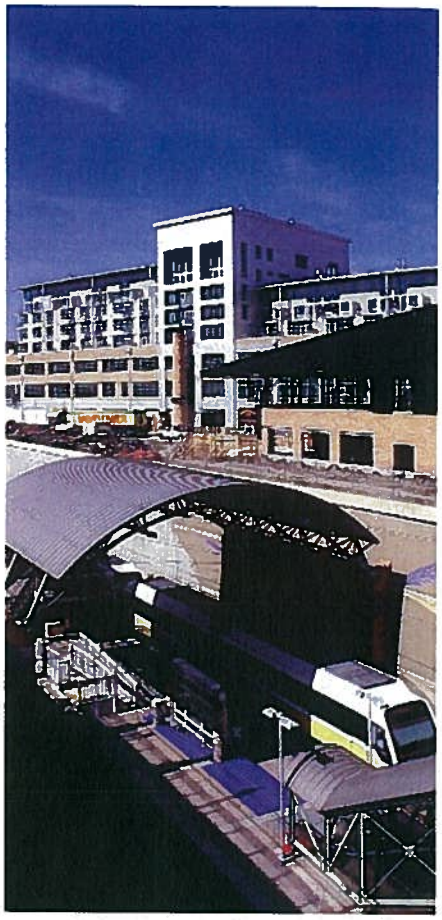
The character of this precinct will be urban. Buildings will be a minimum of 35 feet in height, giving way to a strategically located taller building. Ground floor uses will be encouraged in buildings facing all streets.

Sidewalk Character - The streetscape character will be softened by a planter zone between the curb and sidewalk. The planting strip will provide protection from doors of parked cars and room for street trees to mature. Streetscapes will follow a landscape plan for all of Moorefield Station. Diversity will also be encouraged in the space between building and sidewalk. Depending on the adjoining use requirements, this space may be used for foundation planting, paved entrances or retail plaza space. While guidelines will control street tree selection, streetscape furniture, pedestrian lighting, and signage, the street level will be diverse and responsive to local needs.

Station Street - This will serve as the primary retail area for Moorefield Station and act as a link between the Transit Station (the eastern terminus), the retail center, and public open space at the west end. The development along Station Street will be primarily storefront retail. The retail development will allow a diversity of tenants with a variety of space requirements. There is an opportunity for additional mixed-use development, particularly office and residential space, to be located adjacent to or above the retail space. The retail center will likely be developed in a later phase.

OTOD - This precinct will be directly linked to the ITOD and within a modest walking distance of the transit station. Rather then being separate from the ITOD, this precinct will provide a transition to the next ring of density, i.e. the ITDSA. The OTOD will continue the mixing of uses found in the ITOD but with a somewhat lower density. Ground floor uses will be encouraged in buildings facing all streets. The urban character will follow the ground floor patterns found in the ITOD. There will be diversity in the building heights, massing and treatment, and the street setting continues those patterns found in the OTOD.

ITDSA - The ITDSA precinct generally is separated from the OTOD by urban parks and is bounded by Ryan Road on the west and Loudoun County Parkway on the south. While less dense than the ITOD and OTOD, it will be developed at densities higher than traditional elsewhere in suburban Loudoun County. The mixed use neighborhoods are linked to the rest of Moorefield Station by multiple streets and trails. Development at this density will require a combination of surface parking and low garages. The building setbacks (building to street curb) may be slightly larger; however, parking between building and street will be prohibited. Although the distance to the rail station exceeds the "10 minute walk rule," the street network, sidewalk improvements and shuttle bus service should encourage transit ridership. The ITDSA will be considered an integral part of the TOD development.



Mockingbird Station, Texas

Both due to its size (248 acres) and its irregular shape the ITDSA can be thought of as three neighborhoods with similar density requirements. South of the gas lines and east of the RSCOD is a distinct neighborhood which will receive the Loudoun County Parkway traffic travelling to the TOD. The presence of this traffic and neighborhood's frontage on the Parkway suggest its potential as commercial office setting. Buildings would face out onto the Parkway and streets heading north.

Between the OTOD, the RSCOD and the East Spine Road is a second TSA neighborhood that is fairly contained and buffered from major traffic collectors. This can be a more contained development with a mix of office and residential uses. Station Street bisects this area and may provide for a lower density continuation of the retail and office uses found in the TOD.

The third neighborhood takes up the north triangle portion of the site. This area abuts a low density residential neighborhood and will be developed as residential units, excepting that property abutting Moorefield Boulevard which will become commercial office.

OTDSA - The OTDSA encompasses the 200 acres west of Ryan Road. Over 40% of the OTDSA is dedicated to public use. The balance of the OTDSA will consist of a high density suburban neighborhood with a mix of housing types, and a community shopping center which includes integrated housing uses.

Addison, Texas

Executive Summary

Buildings will be located close to streets and neighboring architecture as opposed to campus plans with large front and side yard areas. The close proximity of buildings to the street will define views. This architecture will also create a sense of place and establish the pedestrian realm of streets and sidewalks. Pedestrian activity will contribute to the vitality of the public realm of streets and sidewalks.

The streetscape and public spaces will visually organize Moorefield Station. Streetscape improvements will follow a uniform design, material and colors creating a comprehensive design theme. The highly amenitied treatment of sidewalks, pedestrian lights, street trees, furniture and landscaping will provide a common background for the diversity of architecture, uses, and settings. The sidewalks will follow the street grid and link buildings, parks, greens, open space, common areas, architectural features, and community uses.

Lot Sizes and site layout are designed to encourage an efficient use of land. Building front, side and rear yard dimensions will be reduced to form a more urban development pattern. Yard dimensions will provide adequate room for sidewalks, streetscape improvements, and where appropriate private landscape improvements between buildings and sidewalks.

In general, six principles will guide future development:

- A mix of uses within each precinct, and an effort to maximize active ground floor frontages.
- A varied sequence of open spaces that act as focus points for each precinct. The plan will propose several places of special character.
- An organization of the play into a series of pedestrian-oriented places. Control the physical impacts of automobiles to clearly emphasize the public space and reinforce the pedestrian-oriented character of the plan.
- A series of public amenities and facilities.
- The roles of the street as linear park, multi-purpose corridor, and ordering device for the street/block grid.
- A diversity of building types, numbers, scales, densities, and architectural expressions according to a clear rationale.

TOD Design

Fundamental to the design principals governing Moorefield Station is the placement and relationship of key project elements including buildings, parking and roadways. The organization of architecture, streets and parking facilities determines what will become open space and the public realm. A sense of place is fostered not by the buildings themselves, but by their ability to define public spaces. Equally important is the scale of these elements, which relates to their ability to welcome and engage the pedestrian realm. The following principals address critical TOD design issues guiding Moorefield Station.

Buildings will be located close to streets and neighboring architecture as opposed to campus plans with large front and side yard areas. The close proximity of buildings to the street will contain views. This architectural containment will also create a sense of place for and define the pedestrian realm of streets and sidewalks. Building frontage facing onto a street should have active uses with windows. This activity will contribute to the vitality of the public realm of streets and sidewalks.

The architectural ***front elevations*** and building entrances will face streets. Within the community, buildings should exhibit a commitment to respectful, quality design in their approach to color, materials and massing. Architectural inspiration should draw upon local and regional styles and offer a variety of typologies distributed throughout the development contributing to a sense of diversity.

With the exception of on-street ***parking***, vehicles will be parked behind or between buildings, never between buildings and the roadway curb. ***Parking garages*** will be treated as architecture and respect the height, massing and setback requirements. The exterior facades facing streets shall emulate the architectural detail, design, materials and color used on the building(s) it serves.

Streets will link into a grid network and be part of and contribute to the pedestrian system of walkways and open space amenities. Careful design treatment of streets and sidewalks is critical to creating the desired pedestrian-friendly community.

Moorefield Station will implement a street grid system designed to incorporate numerous ***traffic calming*** elements. These traffic calming measures will slow traffic speed to a level compatible with bicycle and pedestrian traffic.

Mixed use development within the precincts, and where appropriate within buildings, adds a sense of vitality and interest to the larger community. The development provides an opportunity to mix uses both horizontally within the site and vertically within buildings. Within the core the intent of mixing uses provides extended hours of activity, a sense of community, and reduces dependency on the automobile.

Building Heights and Massing shall vary yet respect the height and scale set by neighboring buildings.

TDSA Design

Like the design of the mixed-use TOD, the TDSA design should be based on principles governing the organization of public and private architecture, streets, and open space, and the appearance of those three elements combined. While suburban design standards are intended to create a sense of place, reinforce a desired scale, and allow buildings to define the public spaces, they are somewhat different from urban core design standards. The primary difference is that they are more suitable for lower density development than that of the mixed-use TOD. The following principles address TDSA design which is complementary to the more urban development within Moorefield Station.

Buildings that have a strong relationship to the street help to define the street as a public space. Buildings or groups of buildings should be oriented to the public street, contributing to the creation of a pedestrian-friendly environment. Most buildings will be located near the street, but they will be set back a comfortable distance encouraging pedestrian access while creating a front yard to maintain a level of privacy for the building occupants, if needed. Like buildings in higher density areas, the design of each building should stress the human-scale. However, establishing the overall scale of the place through the location and height of buildings should result in a smooth transition between the urban center and existing surrounding development. The front elevations should be consistent with local and regional architecture in terms of style, color, materials, and massing, but should be varied enough to create visual diversity.

Surface ***parking***, in the form of on-street and on-site parking, will be provided in a manner that minimizes the visual impact of vehicles. All parking areas that are visible from the street will be screened with landscaping or other screening material(s). Garage design will follow standards described in the "Parking Garage" section.

Though the street network will not adhere to a rigid grid, streets will be well-connected to allow for the efficient movement of all modes of transportation and to maximize access to various destinations within the community. The streetscape and landscaping will contribute to the pedestrian-friendliness of the streets, and reinforce the scale and character of the place.

Lot sizes and the configuration of groups of lots will be designed to encourage an efficient use of land, define public greens and other open spaces, and maintain a strong relationship between buildings and the streets they face. Front setback dimensions will provide adequate room for sidewalks, streetscape improvements, and landscaping between the sidewalk and the building.

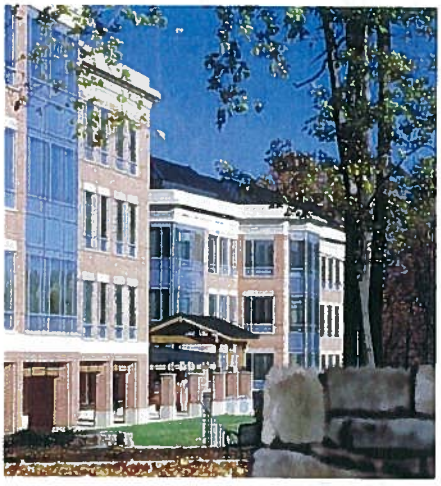
Building heights and massing will vary yet respect the height and scale of surrounding buildings to avoid any dramatic changes in scale between any two areas within the community.

Architectural Design

Buildings must exhibit a commitment to quality of design, materials and color, respecting the regional character, natural environment and geography of Loudoun County and Northern Virginia. In addition to the standards described under Urban Design, architectural projects will conform to the following standards:

Each building should complement its neighbors and be sensitive to the use of materials, color and scale. The purpose is to develop standards which recognize the importance of a collective impression that will be distinctive to the image of Moorefield Station. The thematic constraints for architecture will be organized under the three topics of design, material and color.

Design - Look to the natural setting and heritage of the region as points of departure for design development. Diversity is an inevitable result of time and fashion but should be seen as an important hallmark of a cosmopolitan community. The issue is to select architectural design that has the integrity and resolution to be compatible with surrounding buildings and achieve an appearance that will extend beyond fashion and contribute to the distinct and cohesive setting and sense of timelessness and sustainability.

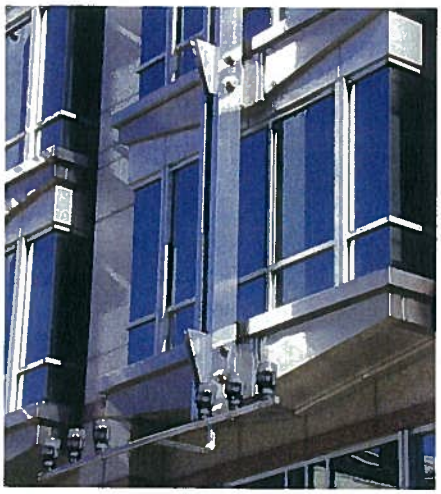


Materials - Again look to the local geographic character for material references. The use of architectural materials and colors shall be limited to one or two colors for the major portion of the building. However, variety shall be encouraged throughout Moorefield Station.

Color - The primary building colors utilized shall be earth tones and colors found in the local landscape. Garish or fluorescent colors shall be reserved for retail show windows and not used permanently on buildings. Accent colors (brighter hues and values) may be used to complement the building color(s) and may be applied to window mullions, cornices and other architectural elements.

Parking garages will be interpreted as architectural features and relative issues of design, material, color and urban design constraints will apply. Additional improvements such as terracing of elevations and landscaping of building elevation and rooftops that increase the garages compatibility with surrounding architecture and active uses will be encouraged. See section on "Parking Garages."

Building Heights - Proposed structures will be respectful of adjacent structures while allowing variety and interruptions in roof forms and skyline treatment that will enhance the sense of pedestrian scale and visual interests. The variation of building heights is part of the diversity of many attractive urban centers and should be acceptable in Moorefield Station. There will be selected opportunities for buildings that will stand above (exceed maximum building height through a zoning modification) surrounding buildings as prominent visual features within the larger urban fabric.



Side, Rear and Service Elevations - All elevations will have the same design elements and materials as the street facade. However, the primary street façade will maintain a hierarchy and contain the main building entrance. Buildings that face more than one street will maintain the same architectural treatment, design, materials, and colors compatible to the front façade.

Building Orientation - Buildings should be oriented with the main building entrance on to the primary street. Corner lot buildings should choose to orient towards one street. Secondary entrances should serve the side and rear elevations, parking and rear yards.

Security - Commercial office tenants may require special security precautions. These precautions may include building access, special material and construction technologies. The security concerns will have to be balanced against the over-arching goals of a pedestrian friendly mixed-use community with desire for diversity and street activity.

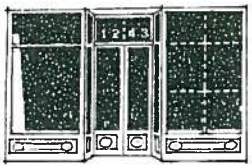
Window Openings - Window openings help to create a friendly environment and are critical in establishing a building's architectural character and proportions. Windows should be encouraged on all elevations, including those facing parking and service areas, when feasible. Buildings facing onto 'A' street should have windows on the ground floor. All street level exterior windows will use clear glass. Highly reflective glass will be discouraged and window proportions will be kept to a human scale.

Storefronts - Should be contained within an architectural framework of the larger building and should respect these design conditions. Each storefront within a building should compliment the character of its neighbors, contributing to the distinctive image of the greater whole.

Mechanical/Electrical Equipment - Rooftop and building mounted equipment should be screened from view in a manner that is architecturally compatible with the building design. Antennas, towers or satellite dishes of any kind should not be erected without prior approval from the Design Review Committee. All roof mounted mechanical equipment and duct work which projects vertically more than 1.5 feet above the roof or roof parapet will be screened by a permanent enclosure that uses materials, design and color that are consistent with the building.

Service Areas - Dumpsters and loading areas should be located away from major streets towards a rear yard and be screened from view from adjacent roadways, sidewalks and trails using either dense evergreen landscape materials or masonry and wood frame walls, 6' to 8' high, matching the adjacent architecture.

Pedestrian Movement - can be encouraged through building details, which enclose or enhance the first and second floors. Entries, awnings, canopies, windows, covered or partially covered walkways, upper floor setbacks, lower floor setbacks, landscaping and other architectural details are all appropriate.



TRADITIONAL STOREFRONT

CONTEMPORARY STOREFRONT

Parking Garage Design

An essential part of Moorefield Station is provision for parking and service without jeopardizing the ambient pedestrian setting. East of Ryan Road the majority of parking will be provided in parking structures. In addition to those standards described under Architectural Design, the following standards may also apply.

Location - Garages should not be located to becomes a major portion of the block frontage along Road Type "A" streets, Station Street.

There will be variation in the method parking structures can be sited and integrated with surrounding architecture. Parking may occur as basement parking and above grade with buildings / uses above or garages surrounding (warping) the garage. Garages maybe an integral part of architecture, linked with or separate from the uses it is serving. Garages may be located in a separate city block from the uses it is serving and part of a larger shared-parking program.

Design - Parking garages should be harmonious with the design of adjoining architecture. The garage proportions and massing should be compatible and complement those of neighboring buildings. Because parking structures will likely have different floor plate and building height then office, residential and retail uses it will be impractical to replicate this architecture. The garage exteriors can be designed to reflect the vertical proportions of taller buildings rather then the horizontal proportions of a generic garage with a flat façade and ribbon openings. Articulations of the skyline, corner and mid-building stair towers, columns, window openings, the introduction of railing and trellises and other ornaments will provide a less utilitarian appearance.

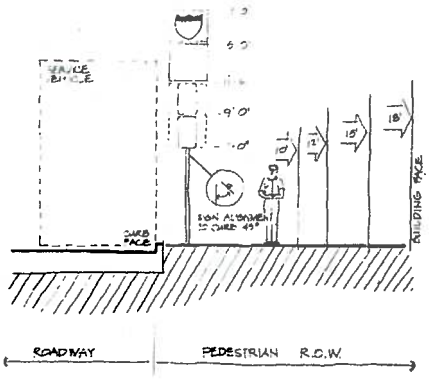
Materials and Colors - These should be compatible with adjoining architecture. For garages that are linked and are an intrigal part of the architecture (tenant use building) materials and colors should continue those used in the building.

Ground Floor Uses - Where garages front streets ground floor uses are encouraged. The garage can be designed to provide for possible future leasible space in that portion of the garage adjoining the street.

Roof-top Uses - Uses such as a private recreation center or apartments may be appropriate on top of a parking structure. Such uses as these will be able to capitalize on shared-parking opportunities. Also the large garage floor plate offers opportunities for roof-top gardens and play areas while offering a visual amenity to the taller surrounding uses.

Street Design

The design emphasis will be on creating a pleasant environment for the pedestrian that can be characterized by wide, nicely landscape sidewalks, aesthetic street furniture, pedestrian-scale lighting, interesting ground floor uses and slow-moving vehicular traffic. The automobile, with appropriate traffic calming initiatives (narrower streets, on-street parking, clearly defined sidewalks and special paving at critical locations), can be compatible with, and contribute to, a pedestrian friendly environment. Streets will be connected in a grid pattern to distribute traffic evenly throughout the community. Private streets, which may be incorporated subject to review by the County, will be maintained by Moorefield Station. The street framework will support a wide range of land uses, and create a public infrastructure that encourages pedestrian activity, street life, and a sense of community and place.



Setbacks refers to dimensions between the face of the curb and objects within the right-of-way.

STREET STANDARDS

Turning Radii - Intersection and entrance drive radii dimensions associated with the public and private streets not in the Loudoun County Countywide Transportation Plan (CTP) will be kept to minimum sizes to reduce traffic speed and make pedestrian crossings less daunting. Design speeds will be 20 to 30 mph for secondary streets. Design speeds for the on-site regional roads in the CTP are at 40 mph, consistent with VDOT guidelines.

Curb Radii - Design speeds of 20-mph require a curb radius of 15 feet for intersections with secondary and private streets. Connections to regional roads in the County CTP may require curb radii of up to 25 feet.

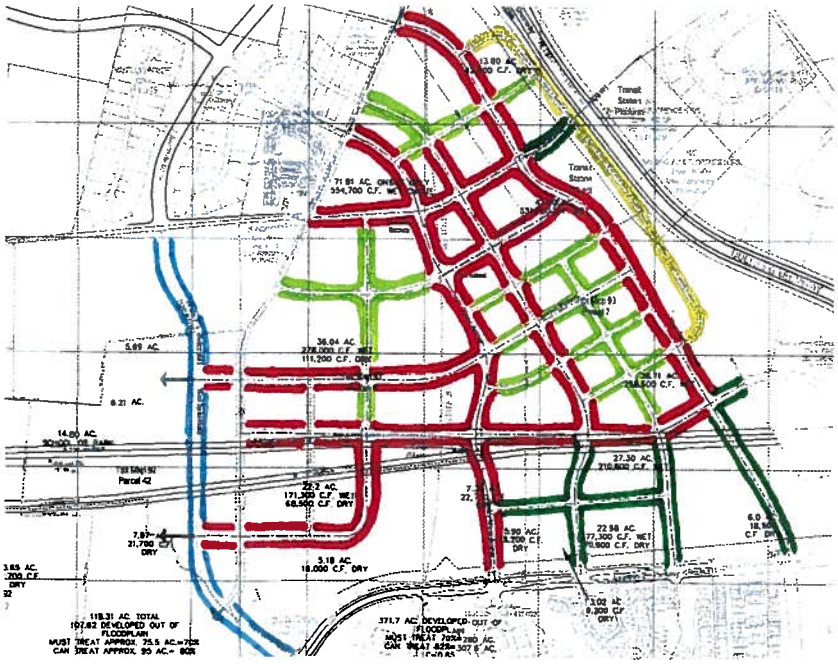
Alleys - Alleys will occur primarily within development blocks providing alternative service routes and access to parking garages. The use of alleys fosters an urban landscape by providing an alternative to driveway interruptions, garage entrances and breaks in the urban street fabric. Furthermore, alleys reduce the hazards of vehicles moving across sidewalks. Alleys will be private streets.

Curb Cuts - Curb cuts are the entrances and driveways that interrupt the street curb line. Moorefield Station will minimize curb cuts on the regional roads designated in the CTP through the use of shared entrances and alleys that separate driveway traffic from normal street traffic. Fewer curb cuts also improve traffic safety.

On-Street Parking - Throughout the community, on-street parking will help reduce parking lot and garage sizes and have a calming effect on roadway traffic. On-street parking also enhances the sidewalk environment for pedestrians by providing a buffer between pedestrians and moving cars. Informal parking refers to on-street parking permitted along residential streets, but not designated or marked. Formal parking refers to parking that is marked, signed or otherwise clearly designated.

Two-way Traffic - All streets will accommodate two-way traffic within Moorefield Station. Bicycles will be accommodated with a system of bike lanes and paths along special routes.

Bicyclists - All streets within Moorefield Station not designated in the CTP are considered subdivision (secondary) or tertiary streets and bicyclists should be considered a normal part of the vehicle mix on the streets.

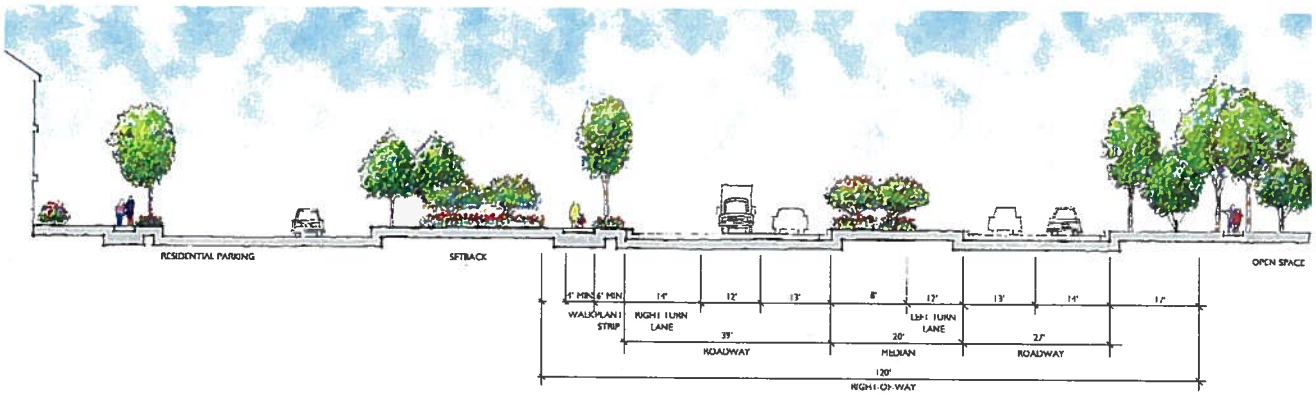


Street Typologies

Street profiles examine the dimensions and design elements within the street right-of-way including the roadway, on-street parking, and setbacks, within the context of these Design Guidelines. Setbacks refers to the dimension between the face of the curb and the face of the various elements within the right-of-way. Building setbacks for Moorefield Station are based on Virginia Department of Transportation (VDOT) requirements.

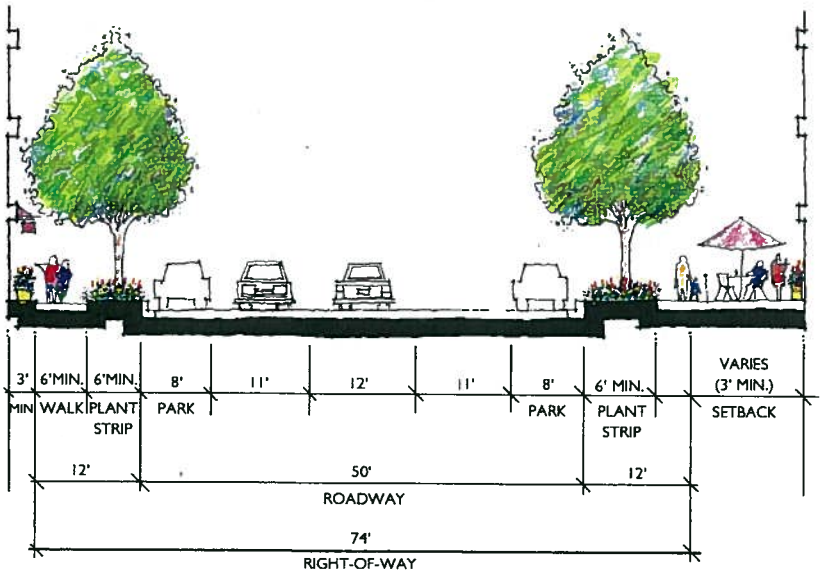
The following profiles represent the different street types proposed for Moorefield Station:

Regional Roads
West Spine Road (aka 772 relocated)
East-West Connector
Greenway Loop Road
Grid Street "A"
Commerce Street
Station Street
Claude Moore Avenue
Grid Street "B"
Typical Streets



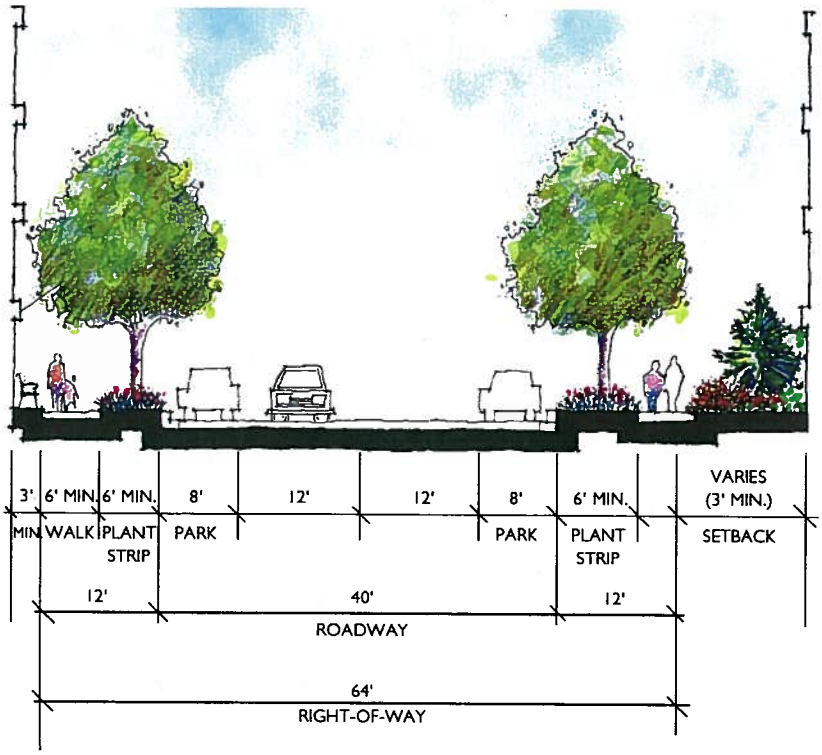
ROAD TYPE "M.C." - EAST SPINE ROAD

Function	Urban Major Collector
Design Speed	45 mph
Bldg to ROW	3 feet minimum
Median	20' feet
ROW to curb	varies, 12 feet minimum (5 foot sidewalk and 6 foot planting strip)
Curb to Median	*varies*
Travel Lanes	12 - 14 feet
Total ROW	120 feet



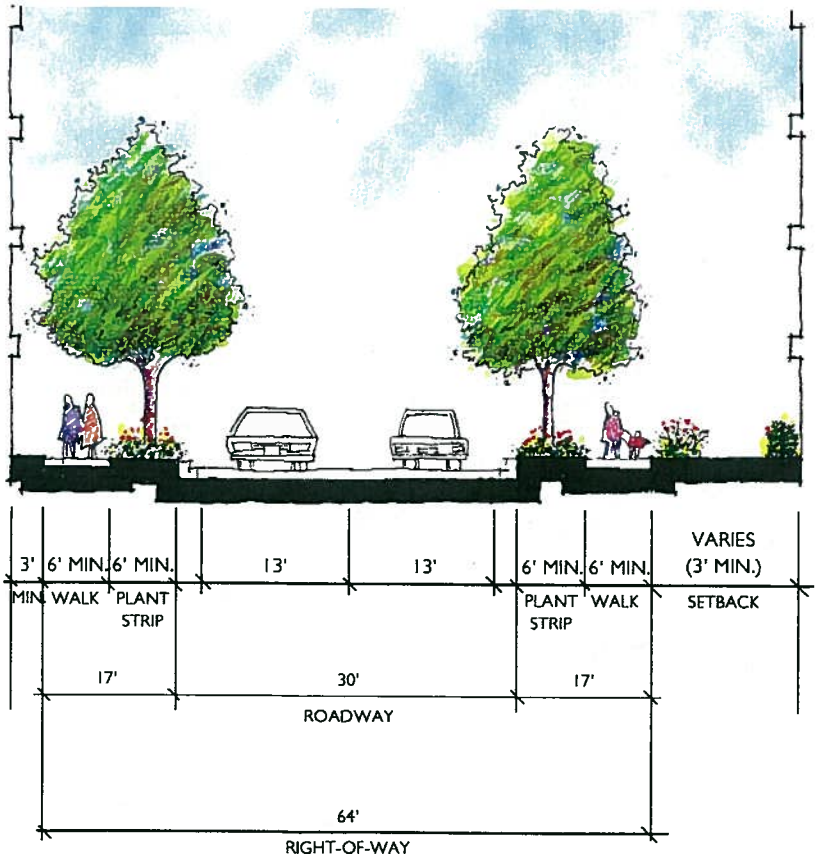
ROAD TYPE "A"

Function - Urban Local Street
Design Speed - 30 mph
Bldg to ROW -
3 feet minimum
ROW to curb -
varies, 12 feet minimum (6 foot sidewalk and 6 foot planting strip)
Curb to Curb -
50 feet
Travel Lanes -
11-12 feet
On-Street Parking -
8 feet. both sides
Total ROW -
74 feet



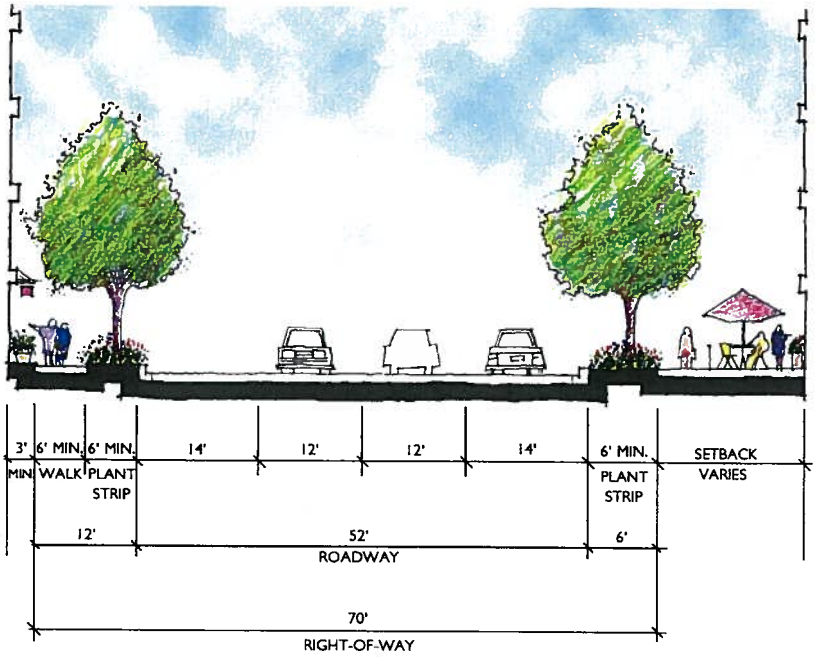
ROAD TYPE "B" (WITH PARKING)

Function - Urban Local Street
Design Speed - 30 mph
Bldg to ROW -
3 feet minimum
ROW to curb -
varies, 12 feet minimum (6 foot sidewalk and 6 foot planting strip)
Curb to Curb -
40 feet
Travel Lanes -
12-13 feet
On-Street Parking -
8 feet, both sides
Total ROW -
64 feet



ROAD TYPE "B" (NO PARKING)

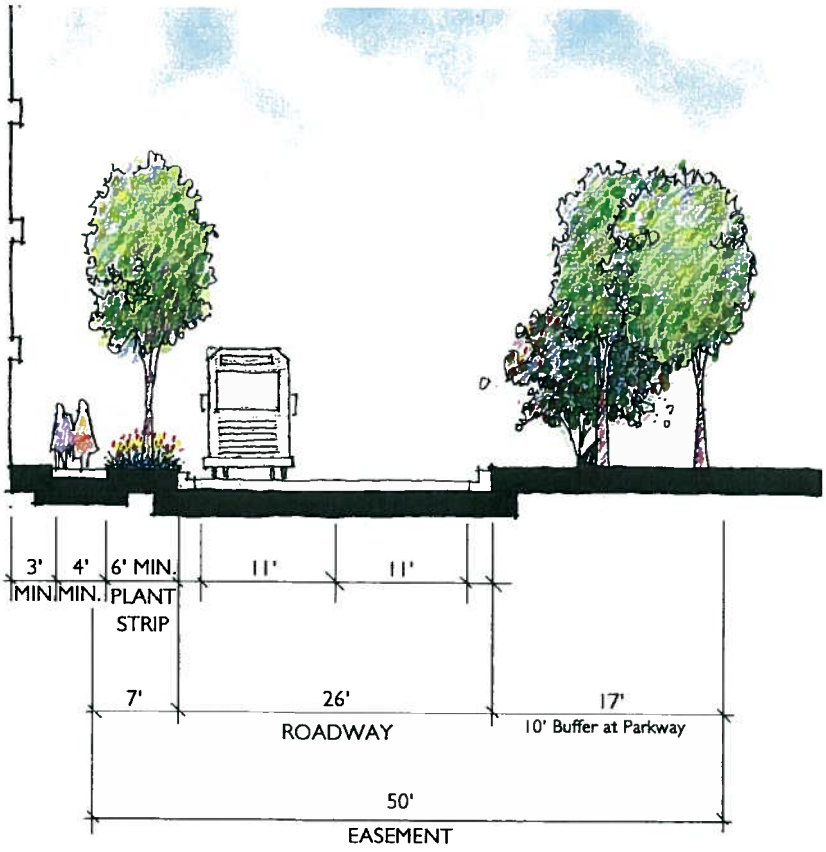
Function - Urban Local Street
Design Speed - 30 mph
Bldg to ROW -
3 feet minimum
ROW to curb -
varies, 12 feet minimum (6 foot sidewalk and 6 foot planting strip)
Curb to Curb -
30 feet
Travel Lanes -
13 feet
On-Street Parking -
none
Total ROW -
64 feet



ROAD TYPE "D"

COLLECTOR TRANSITION ROADS (CPT)

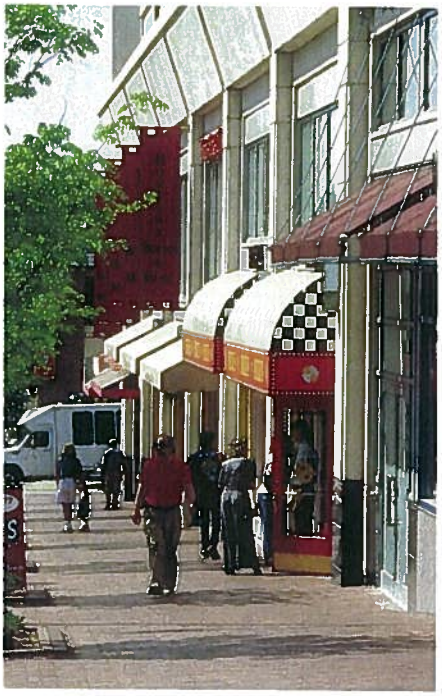
Function - Urban Collector Street
Design Speed - 40 mph
Bldg to ROW -
3 feet minimum
ROW to curb -
varies, 12 feet minimum (6 foot sidewalk and 6 foot planting strip)
Curb to Curb -
52 feet
Travel Lanes -
12 - 14 feet
On-Street Parking -
none
Total ROW -
70 feet



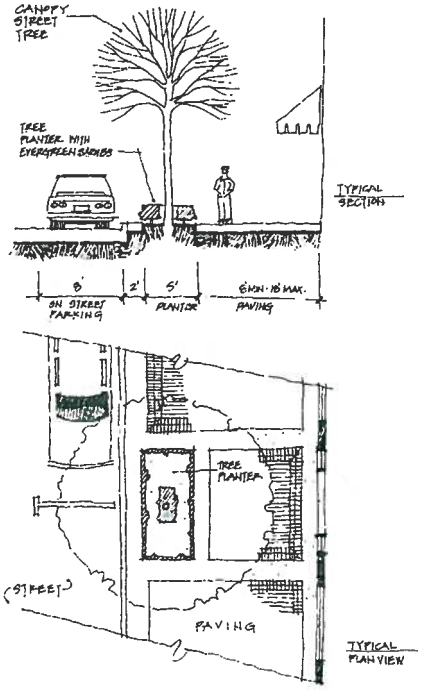
ROAD TYPE "G"

BUS LOOP

Function - Private street with bus access)
Curb to Curb -
26 feet
Travel Lanes -
11 feet
On-Street Parking -
none
Total Easement -
50 feet



Streetscape Design



The implementation of a continuous streetscape is vital to the visual organization and unification of Moorefield Station, linking public areas and architectural features.

The following streetscape guidelines address improvements between the street and the building line including sidewalk treatment, landscaping, lighting, utilities, signs, and other design items. Through simple improvements and organization, this relatively narrow area can improve the quality of the pedestrian experience and enliven the community.

Crosswalk - Demarcation of crosswalks through paint striping, textured pavement or alternative materials shall be provided at street intersections.

Sidewalks - Sidewalks will be provided on both sides of all streets and roadways. The walk should be a minimum of 5' wide, concrete and separated from the curb by a minimum 6' wide lawn / planting zone. Sidewalks should typically be positioned straight and parallel to the roadway curb. Walkways may be located adjacent to curbs where parallel parking can protect pedestrians from moving traffic. In special instances, such as within public open spaces or when significant vegetation occurs, sidewalks may meander gently.

Walkways - Access to building entrances should be provided by walkways adjacent to or around buildings, from parking areas and/or the sidewalk network. Walkways are designed as part of the individual building entourage and should support pedestrian accessibility among and between buildings.

Street Trees - Both sides of a street should contain street trees occurring in a continuous and regimented fashion (planted at a density of 1 tree per 25 linear feet). Canopy trees should be placed between the sidewalk and curb in a 6' wide planting zone. Only high canopy trees should be used to improve visibility, security and ease of maintenance. Once established, trees should be limbed to about 12-15' above grade. Avoid using flowering trees with low branching habits and evergreens within the right-of-way.

Streetscape Furniture - The whole of Moorefield Station should have consistent streetscape furniture, including, but not limited to, benches, trash baskets, newspaper dispensers, bike racks, kiosks and telephones. Elements should be strong and durable, as quality will provide savings over the life expectancy of cheaper fixtures. A single color theme and type will be adopted for all streetscape fixtures and furniture. Specific styles of streetscape furniture shall be submitted for approval prior to Final Development Plan.

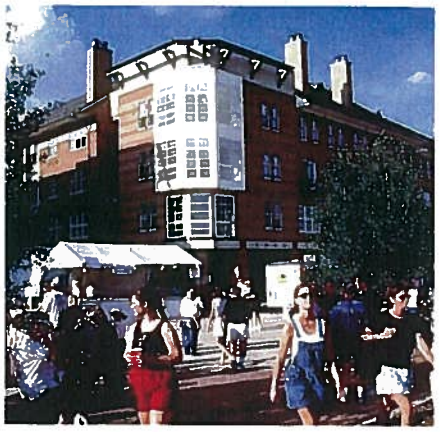
Special paving materials, sculptures, water features, banners and flags can be used for visual interest and to create memorable images.

Walls, Fencing and Screening - Where parking and rear yards occur along the parkways, walls, fencing and screening shall be encouraged.

Design Review Process

Objective

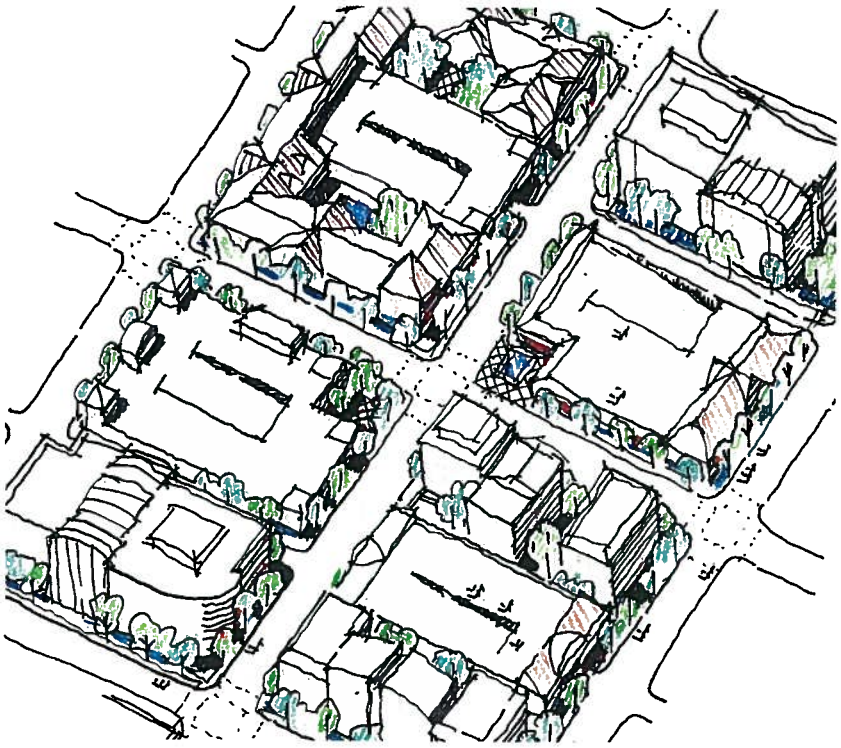
The Design Guide and Development Standards provide direction to guide the improvement of individual parcels within Moorefield Station. Compliance with the Guidelines and Standards, however, does not constitute fulfillment of any other requirements imposed by ordinances, codes or statutes of the Commonwealth of Virginia, Loudoun County or any other regulatory agency having jurisdiction within the development. The Design Review Committee (DRC), comprised of owners, is responsible for review and approval of plans and specifications for all construction and exterior remodeling. This approval must be obtained prior to the commencement of any site clearing, site work, storage of materials, installation of signs, other improvements, or any other construction activity.



It is not the role of the DRC to lay down an inflexible design formula that rules out unique program solutions for detail design problems, as these may well be the creative design features that collectively add richness and variety to the overall development. Recognizing that technology, governmental regulation, and style may change over time, these Design Guidelines and Development Standards may be amended by the DRC as set forth by the recorded covenants governing Moorefield Station and in accordance with the Proffer Statement.

No modifications or expansion of construction plans shall be permitted without resubmission to the DRC and to appropriate public authorities. The individual building or site owner is responsible for furnishing a record set of "as-built" plans to the DRC. Construction must begin within six months of final approval or the review process will be required again. All construction must conform to County FSM as it is ammended from time to time.

The DRC approval does not preclude County Final Development Plan and subdivision approval. The design review and approval process will be established in the Homeowners and Commercial Owners Declarations and Covenants.



Urban Typologies

To create a workable master plan, considerations about typical building sizes, parking requirements and city block dimensions were investigated. The master plan was studied at various scales, from regional to neighborhood, to develop a realistic plan.

The size of typical city blocks was found after studying multiple building typologies for various uses and densities. Residential, commercial office and retail buildings all require their own particular floor plate dimensions. Further constraints having to do with density, market demand and type of construction narrowed building possibilities to a predictable range of sizes, heights and massing. This palette of uses and building sizes was used to develop a minimum dimensions for city blocks within Moorefield Station. The proposed blocks will accept a variety of uses, densities and parking conditions.

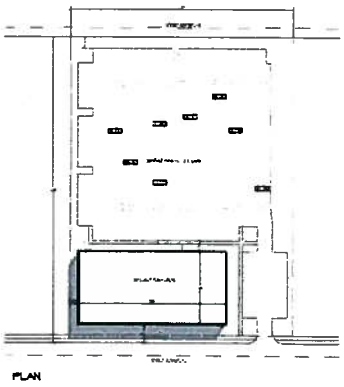
The street network will contain a hierarchy of "A" streets, prime development frontage, and "B" streets that provide a service role. "A" street locations are shown in the master plan, while "B" streets may shift in location or be interrupted by development. Additional alley type streets within the "A" /"B" street block interiors are proposed to provide service and parking access. The street network will be convenient not only in moving vehicular traffic, but also in providing sidewalks for pedestrians.

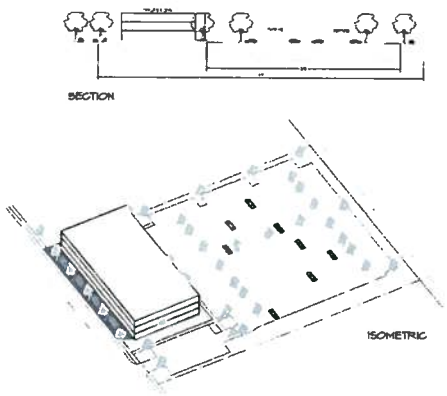
Individual city blocks will thus be composed of buildings, parking - both structured and surface lot - and various forms of open space. These individual blocks will in turn make up the larger city block combinations contained by "A" streets.

Building Typology

A variety of building types is proposed within Moorefield Station's four precincts, and the following examples represent the size, height and massing of the two primary use categories, residential and commercial office. Both categories are shown here in efficient, market-driven configurations. The examples have floor area ratios (FARs) from 0.4 to 3.0 and include details of their individual parking requirements. Note that while retail is important to the project, it is best understood as a support use, whether free-standing or mixed within office and residential uses. Naturally, the reality of future development within Moorefield will be more complicated than this model suggests, particularly in the TOD precinct where one may expect a mixing of uses both within the block and within buildings.

Parking may also be incorporated within a building, be its own freestanding structure or occur on another block as part of a shared parking strategy. Whether in surface lots or garages, parking will be located away from "A" streets and prominent streets behind buildings.

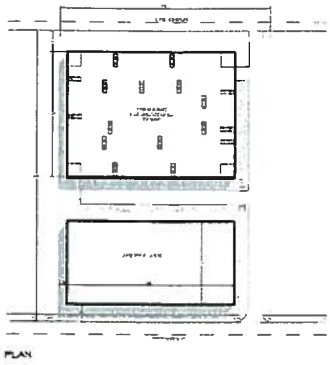


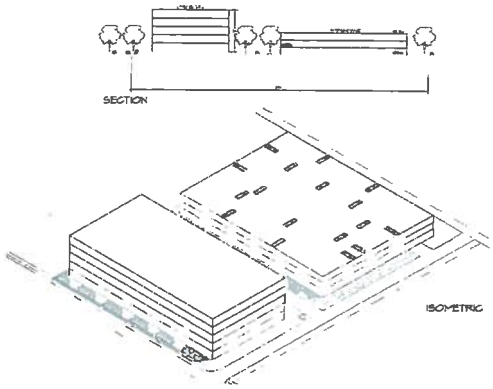


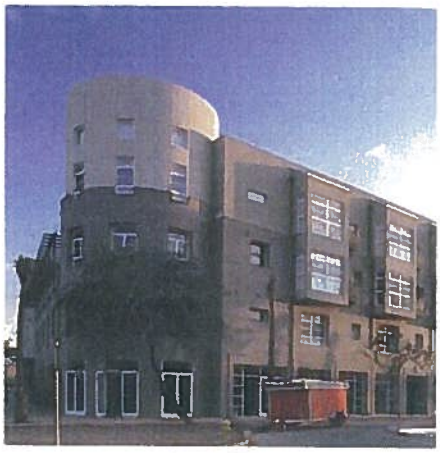
TYPOLOGY: COMMERCIAL

Total Building Area:	60,000 sf (3 floors @ 20,000sf)
Total Land Area:	3.4 acres / 148,500 sf
Parking Count:	210 spaces
Parking Ratio:	3.5 spaces / 1000 sf (market typ.)
Building Height:	approximately 40'
Building Use:	Mixed-Use Office, Commercial, Retail
Building Placement:	Lot dimensions shown 300'x420'
Front Setback:	3' minimum from ROW
Parking Location:	Parking will be in the rear or side

This building type would occur in the inner TSA. In general, this mixed-use type will include retail at street level with office space above.



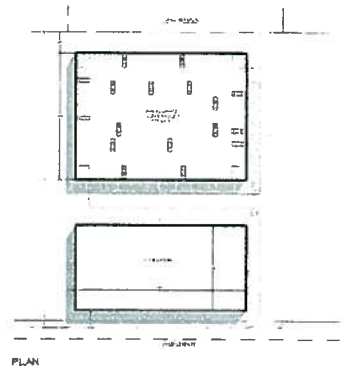


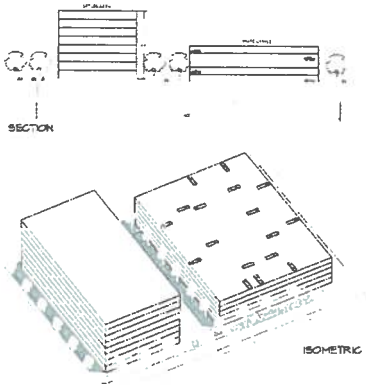


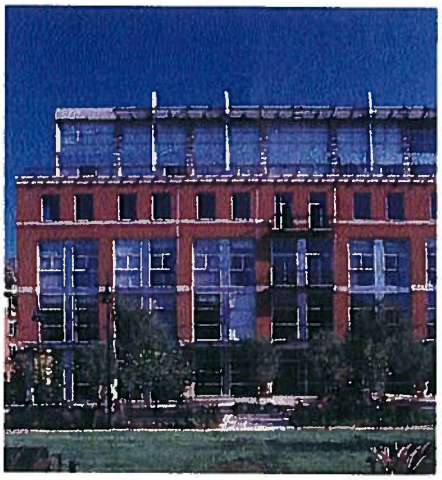
TYPOLOGY: COMMERCIAL

Total Building Area:	144,000 sf (5 floors @ 28,800sf)
Total Land Area:	3.4 acres / 148,500 sf
Parking Count:	504 spaces
Parking Ratio:	3.5 spaces / 1000 sf (market typ.)
Building Height:	approximately 55'
Building Use:	Mixed-Use Office, Commercial,Retail
Building Placement:	Lot dimensions shown 300'x420'
Front Setback:	3' minimum from ROW
Parking Location:	Parking will be in the rear or side

This building type would occur in the inner TDSA and the outer TOD. Parking may be accommodated in a garage, and in an urban setting this is recommended. Again, retail can occupy the ground floor, activating adjacent public space.



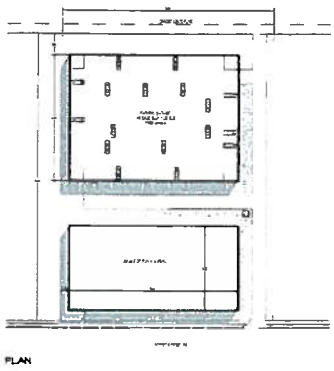


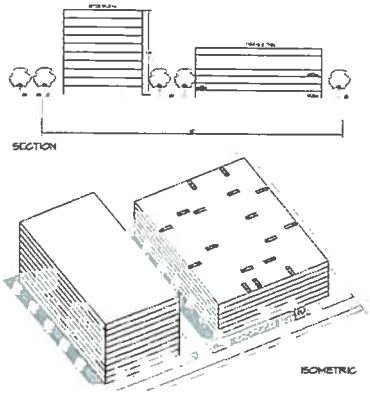


TYPOLOGY: COMMERCIAL

Total Building Area:	230,400 sf (8 floors @ 28,800 sf)
Total Land Area:	3.4 acres / 148,500 sf
Parking Count:	806 spaces
Parking Ratio:	3.5 spaces / 1000 sf (market typ.)
Building Height:	approximately 95'
Building Use:	Mixed-Use Office, Commercial, Retail
Building Placement:	Lot dimensions shown 300'x420'
Front Setback:	3' minimum from ROW
Parking Location:	Parking will be in the rear of lot

This building type would occur in the inner TOD and at a few select locatios in the outer TOD. Uses in this type should be mixed.

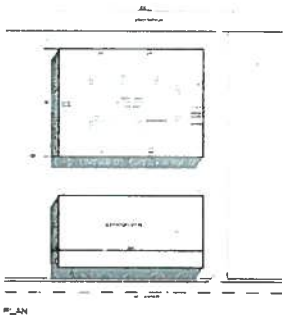


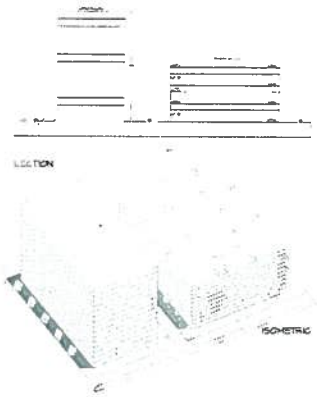


TYPOLOGY: COMMERCIAL

Total Building Area:	288,00 sf (10 floors @ 28,800 sf)
Total Land Area:	3.4 acres / 148,500 sf
Parking Count:	1008 spaces
Parking Ratio:	3.5 spaces / 1000 sf (market typ.)
Building Height:	approximately 125'
Building Use:	Mixed-Use Office, Commercial, Retail
Building Placement:	Lot dimensions shown 300'x420'
Front Setback:	3' minimum from ROW
Parking Location:	Parking will be in the rear of lot

This building type should be located in the outer TOD. Uses within this building should be mixed.

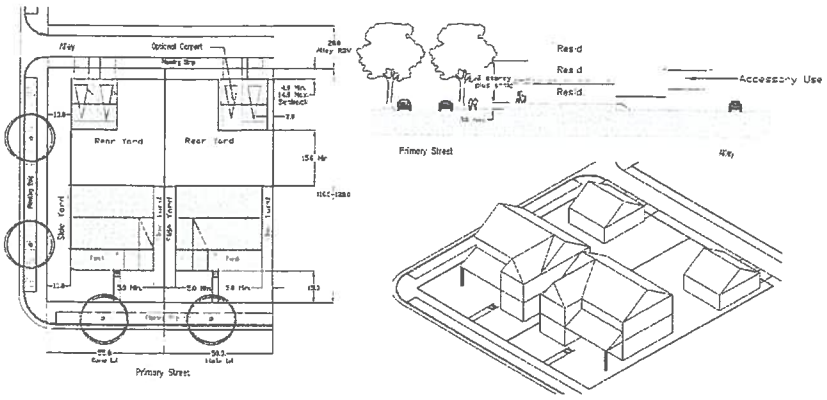




TYPOLOGY: COMMERCIAL

Total Building Area:	432,000 sf (15 floors @ 28,800 sf)
Total Land Area:	3.4 acres / 148,500 sf
Parking Count:	1512 spaces
Parking Ratio:	3.5 spaces / 1000 sf (market typ.)
Building Height:	approximately 175'
Building Use:	Mixed-Use Office, Commercial, Retail
Building Placement:	Lot dimensions shown 300'x420'
Front Setback:	3' minimum from ROW
Parking Location:	Parking will be in the rear of lot

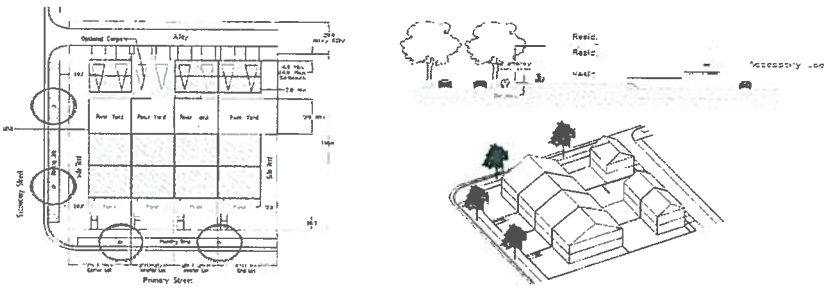
This building type would be located in the inner TOD. Uses in this type should be mixed.



TYPOLOGY: SINGLE FAMILY DETACHED RESIDENTIAL

This building type would be found in limited numbers in the outer TDSA.

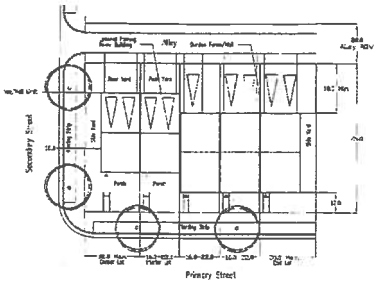
Total number of units: 1
Total Land Area: 0.14 acres / 6,000 sf
Parking Count: N/A
Parking Ratio: N/A
Building Height: 35' maximum
Building Use: Single family detached residential units
Building Placement: Lot dimensions 50'x120'

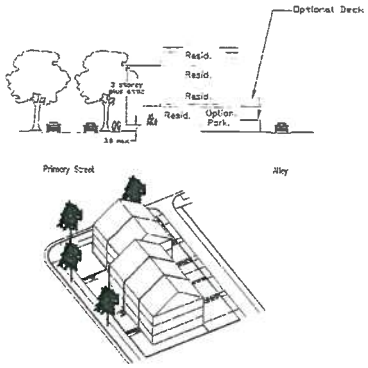


TYPOLOGY: SINGLE FAMILY ATTACHED RESIDENTIAL

This building type would be found in the inner and outer TDSA.

Total Number of Units: 4 to 6
Total Land Area: 0.5 - 0.75 acres / 21,780 - 32,670 sf
Parking Count: 10 - 15 spaces
Parking Ratio: 2.5 spaces per unit
Building Height: 35' maximum
Building Use: Single family attached residential units, Townhouses
Building Placement: Lot dimensions vary

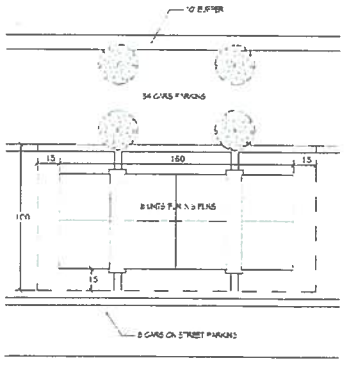


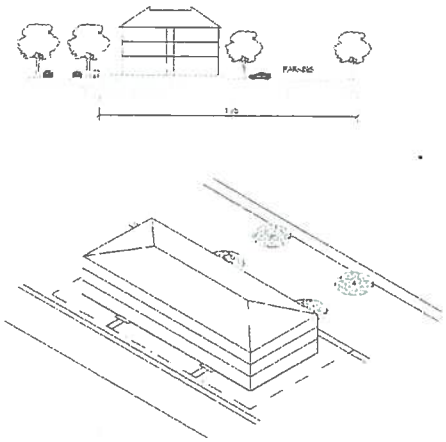


TYPOLOGY: SINGLE FAMILY ATTACHED RESIDENTIAL

This building type would be found in the inner and outer TDSA.

Total number of units:	24
Total Land Area:	1.5 acres / 65,340 sf
Parking Count:	48 - 60 spaces
Parking Ratio:	2 - 2.5 spaces per unit
Building Height:	35' - 55' maximum
Building Use:	Single family attached residential units, Multi-family units
Building Placement:	Lot dimensions vary





This building type would be found in the inner TDSA and outer TOD.

TYPOLOGY: MULTI-FAMILY RESIDENTIAL

Total number of units:	24
Total Land Area:	1.0 acre / 43,560 sf
Parking Count:	36 - 60 spaces
Parking Ratio:	1.5 - 2.5 spaces per unit
Building Height:	35' - 55' maximum
Building Use:	Multi-family units
Building Placement:	Lot dimensions vary

Lighting

A single family of lighting fixture and pole design will be utilized throughout Moorefield Station. Uniformity of fixture and pole design, color and compatibility with other site furniture elements will help organize the landscape setting. This contributes to the sense of a quality environment in addition to providing a sense of security.

Parking Lot Lighting - Light poles shall not be more than 25 feet high. Building-mounted lighting shall not be permitted to illuminate parking lots/areas. Driveways and parking areas shall be lit to a minimum average intensity of 1 footcandle.

Security Considerations - Accent lighting on buildings is encouraged as a security feature, especially on building sides facing alleys that will attract pedestrian use (e.g. to access structured parking). Interior and exterior lighting shall be uniform to allow for surveillance and avoid isolated areas. Illumination should increase in intensity at building entrances and transit stops and stations. Lighting in pedestrian/bicyclist underpasses and tunnels shall be not less than 4 footcandles.

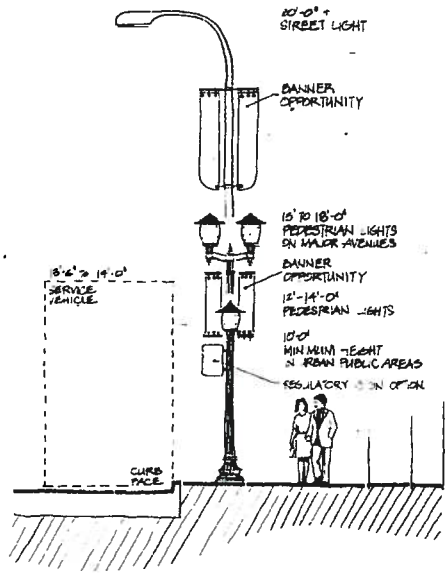
Light Pollution - Light fixtures shall use cut-off lenses or frill hoods to prevent glare and light spill off the site onto adjacent properties and buildings.

Color Of Light Source - Lighting fixtures should be color-correct types such as halogen or metal halide to ensure true-color at night and ensure visual comfort for pedestrians.

Street Lights - Street lights refers to light fixtures located along Claude Moore Parkway, proposed typical roadways, the boulevard, street intersections and major parking lots. Street lighting shall be provided on poles with a maximum height of 25' and stationed at consistent intervals to provide adequate illumination.

Pedestrian Lights - Pedestrian-level, bollard lighting, ground-mounted lighting, or other low, glare-controlled fixtures mounted on building or landscape walls shall be used to light pedestrian walkways. Bollards shall be no more than 4' high. Minimum average intensity shall be 1 footcandle.

Ambient Lighting - Additional nighttime interest and illumination shall be provided by ambient lighting at key locations.



Pedestrian lighting provides interest to the streetscape as well as nighttime illumination.

Landscape Architecture

Landscaping is one of the rare site investments that improves with age and is therefore an important component in ensuring the long-term viability of Moorefield Station as a community.

Three basic rules apply to all landscaping:
Keep the design simple — Landscaping should emphasize simplicity of design. Quality and durability are much easier to achieve with simple, straightforward designs.
Use quality materials — Quality materials age well, stand up to abuse and have a comparatively long life expectancy.
Provide easily maintained installations — The best design, implemented with quality materials, is ineffective if it is not maintained.

Subject to the County Facilities Standards Manual (FSM), the following items should be considered in the landscape design of Moorefield Station:

Color and Specimen Material - To be efficient, color and specimen material must be used generously in a few key locations. Selecting a few highly visible locations is more effective than sprinkling color in small patches over the total site.
Massing and Grouping of Plant Material - Large groupings of a single species is preferred to planting a large area with numerous species. Trees and shrubbery should be respectful of the surrounding scale of both street and building dimensions.

Maintenance Edges - Maintenance edges provide an important sense of orderliness. Lawn areas should be separated from landscaped beds with edging such as concrete walks, steel edging or curbing.

Security and Surveillance - Plant material should be confined to 36" and lower, and tree canopy (tree limbs and leaves) should begin at 12' and above to allow for visual surveillance and a sense of security.

LANDSCAPE MATERIALS

The following guidelines shall apply to the major categories of landscape materials in order to create the desired visual harmony among the individual development sites. All plant material shall be selected from varieties visually compatible with, or directly from, the native vegetation, and all shall be odorless and free of messy fruits and seeds. Species with chronic diseases, pest problems and/or structural weaknesses shall be avoided.

Deciduous Shrubs - Deciduous shrubs should be used as accents to create seasonal color interest. Due to their informal appearance, they should not be used in high image areas where a manicured formal presentation is desired instead they should be maintained with a "natural" growth habitat. The maximum preferred size is 3'-4' in height in urban areas.

Edging Material - Plant bed edging, mowing strips or other edging materials are encouraged. Acceptable materials include steel (black), concrete, stone and brick.

Evergreen Shrubs - Evergreen shrubs shall be selected from varieties of winter-hardy shrubs commonly found in the mid-Atlantic region. They may be used where a low-level screen or hedge is desired, such as parking lots, sidewalks or as mass plantings in the landscape; they may also be used as effective erosion prevention ground covers on slopes. The minimum preferred size is 18"-24" spread.

Evergreen Trees - Evergreen trees shall be used in strategic locations, and designed into group plantings to enhance "winter" seasonal interest, screen objectionable views of service areas and parking, and act as a backdrop for ornamental (flowering) trees. Evergreen trees shall be selected from species native to the area or similar in appearance.

Indigenous Plant Material - Indigenous plant material shall comprise a significant portion of all new landscape improvements.

Ornamental Trees - Normally 12' to 25' tall at maturity, ornamental trees should be planted for accents and visual emphasis. The flowering habits of ornamental trees are very effective in providing seasonal visual variety.

Streetscape & Canopy Trees - Used between the building zone and the street edge, streetscape and canopy trees shall be major deciduous trees. They may be located either within sidewalk planters or in planting zones between the sidewalk and curb. Canopy trees shall be used in parking islands and lawn areas, where they do not interfere with the design intent of streetscape plantings. In the interest of security, trees should be free of limbs between 3' and 12' above grade. The minimum preferred size is 3"-3 1/2 caliper.

Turf - Lawns and other turf zones within the street right-of-ways and other development areas may be seeded, or planted with sod as an optional substitute. A standard turf shall be established for the entire project, which may be modified by the Design Review Committee. Where sod is employed, it shall be of a quality meeting the certification requirements of the Virginia Association of Turf Growers.

LANDSCAPING PRACTICES

Planting practices should be standardized. All plants should be nursery grown in accordance with the highest standards of horticultural practices, and under climatic conditions similar to those of Loudoun County.

Plants shall be typical of their species or variety with normal growth habits. Plants shall be disease-free and have healthy, well-developed root systems. All plants shall conform to the American Standard for Nursery Stock as published by the American Association of Nurserymen.

Green space landscape maintenance in Moorefield Station will be prescribed for both individual landowners and the Owner's Association in the Declaration of Protective Covenants. Individual owners shall be responsible for executing a landscape maintenance program for landscape areas within their personal site. The program shall include:

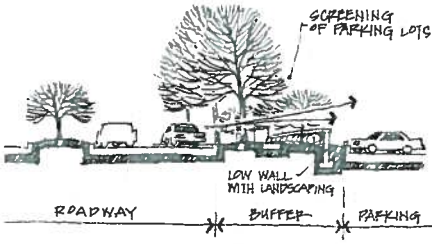
- Pruning trees and shrubs to maintain an attractive shape, removing dead branches and providing adequate clearance for vehicles and pedestrians.
- Replacing dead and disfigured plant material immediately with equivalent plants.
- Fertilizing, mulching, watering and weeding plant beds. Applying insecticides and fungicides as necessary to maintain plant vigor and appearance.
- Water, mow and maintain lawn areas in a dense, weed-free condition.

Parking Lots and Garages

Moorefield Station will provide adequate parking without sacrificing the ambiance of the public realm and pedestrian-scaled setting. The location of parking and its design treatment are planned to reduce the visual impact of parking for both the community and visitors. Surface parking in urban areas will be substantially replaced over time. This design approach can be achieved utilizing the following elements:

Surface Parking Cells - Large parking lots shall be divided into smaller, visually contained areas through the use of perimeter landscaping that will provide views and pedestrian ambiance. The typical size of a parking cell should range from 80 to 120 cars (for example, two double loaded isles, with 25 cars per side, equal 100 cars.)

Landscaping - Parking lot landscaping should be simple in design and easy to maintain. Hearty canopy trees, low evergreens and ground cover will achieve the required results. Planting areas should be a minimum of 6' or 8' wide. Canopy trees should be of a variety that allows pruning from 12' to 15' above grade. Trees utilized should be able to withstand summer heat rising from paving. Planting areas will be concentrated where they will have the greatest visual and formal impact.

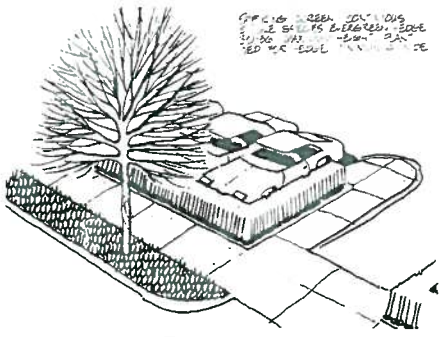


Security - An important consideration in landscaping a parking lot is maintaining a"view horizon" located between 3' and 12' above grade which should be kept free of landscape material to allow for surveillance. The location of low flowering trees and evergreens with low branching habits should be considered with regard to important surveillance corridors.

Lighting - Parking lot lighting should provide adequate illumination for security. Generally, a few taller fixtures are preferred to many smaller poles. The pole and fixture shall be coordinated with the design and color chosen for pedestrian fixtures throughout the development.

Paving - Either bituminous or concrete parking is required for all drives and parking lots. Masonry pavers are an optional, decorative opportunity. Dirt, gravel and other unpaved surfaces are inappropriate.

Concrete Curbs and Striping - Concrete curbs, 6" to 8" high, will be required for all drives and parking lots. The use of timber wheel stops and asphalt for curbing will not be allowed because of appearance, short life span and vulnerability to trucks. Striping will be required to identify all parking spaces.



Screening - Parking lots will have adequate screening. A low wall or evergreen edge (maximum 30" height) will screen bumpers, wheels and paving, while allowing for surveillance. Screening could also be effectively used between parking lots and buildings. Berming alone should be discouraged.

Signage Standards

A sign has two primary functions: to identify a business or place and/or to provide direction. Sensitive design and appropriate placement of signs contributes to a community's image and facilitates easy travel across streets, sidewalks, trails and bikeways. To successfully achieve these functions, a sign must be eye-catching without being offensive. These provisions are incorporated into the design Guidelines and Development Standards in anticipation of approval of the Zoning Ordinance Modification (ZOAM) requested with the rezoning.

Except within VDOT right-of-way, all signs in Moorefield Station should adhere to the following principles:

FREESTANDING SIGNS

Design of freestanding signs should be simple and architectural in appearance, continuing the design theme of the adjoining architecture. There should be ample dimension, length and thickness to give the appearance of solidity. Signs should sit on grade or be attached to a singular base. Complicated shapes and silhouettes should be avoided.

Type - Impermanent and permanent freestanding (ground or pole mounted) signs.

Materials - Stone, Brick and mortar, lattice frame, sign foam (or other industry standard materials), PVC (or other industry-standard materials for posts, columns and lattice work), cedar or copper caps and exterior industrial sign grade paints.

Materials for Impermanent Signs - MDO plywood, Sentra (extruded PVC), Aluminum panels, PVC (or other industry- standard materials for posts) and exterior industrial sign grade paint.

Color - Primarily white and/or off-white and green with accent colors. Colors on Banners and flags will vary.

Lighting - The entrance signs, builders site identification signs, builders sales center signs and model home identification signs shall incorporate ground mounted lighting that will point directly into sign.

Method of Measurement - The maximum height of the signs shall be calculated as the distance from the ground to the top of the supports and/or sign, whichever is greater.

Landscaping - Low-lying shrubs and/or flowering plants will be provided around the base of permanent signs.

Location - Signs should be in proximity to the main vehicular entrance or activity. The sign should not project over public property.

Height and Size - Signs may vary in height and size, reflective of traffic speed and volume, but lower profile or ground level signes are prefered and should be used whenever possible. Height and size of signs should be limited.

Sign Copy and Message - Information should be limited to the name of the business or place and other pertinent information related to the bona fide business conducted on the premises. Advertising material or product manufacturers and suppliers should not be permitted on any exterior sign except as the primary identification for the place of business. The sign should not be used for franchise product advertising. Simplicity is the key to legibility and elegance. Bold, simple lettering styles are most effective. Symbols and graphic shorthand can express more concisely the ideas which signs seek to communicate.

BUILDING MOUNTED SIGNS

If improperly located or out of scale with a building, building-mounted signs can cheapen the appearance of the establishment and lower the standards for surrounding developments. Signs and graphics should not dominate a building's architectural appearance. Signs should not be higher than 12" below the second story window sill or top of one story building .

Location - Storefront sign locations should be monitored. Retail storefront signs should be prohibited on the fronts of buildings above the ground floor level, a sign should not be lower than top of storefront windows or 8' above sidewalk grade. Building signs should not be permitted on the roof or project above the vertical wall area of the facade.

Projecting Signs - Projecting signs can add vitality to the visual environment if they are in scale with the pedestrian. There should be only one projecting sign per shop and it should not exceed 12 square feet in area. They should not be located any higher than 12' or lower than 8' above grade, and should not project more than 4' from the building face. A sign attached to a building facade should not project above the wall area of the facade.

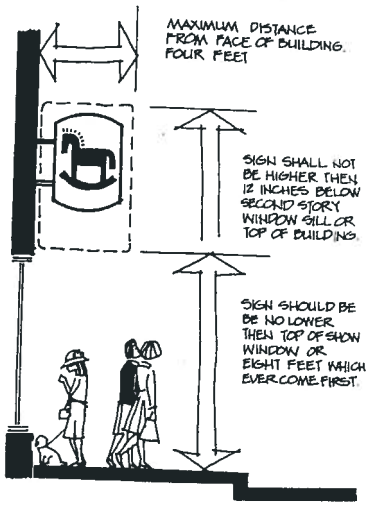
Flat Signs - Flat signs should be placed parallel to the face of the building and not project beyond the primary surface of the building.

Size - Signs should be in proportion to the storefront and the building facade as a whole. Signs should never be allowed to obscure or overwhelm the basic architectural character of the building. (A ratio of two-square-feet of sign area for each linear foot of building frontage is a good rule of thumb in determining total sign areas.)

Color - Signs should generally be limited to no more than three colors. Bright colors are entirely appropriate for signs, but the use of too many colors is distracting and should be avoided.

Awning Signs - Lettering and symbols, or designs painted or sewn onto awnings will be permitted.

Number - There should only be one sign for the front facade and one smaller sign for commercial uses with entrances from a side or rear elevation.

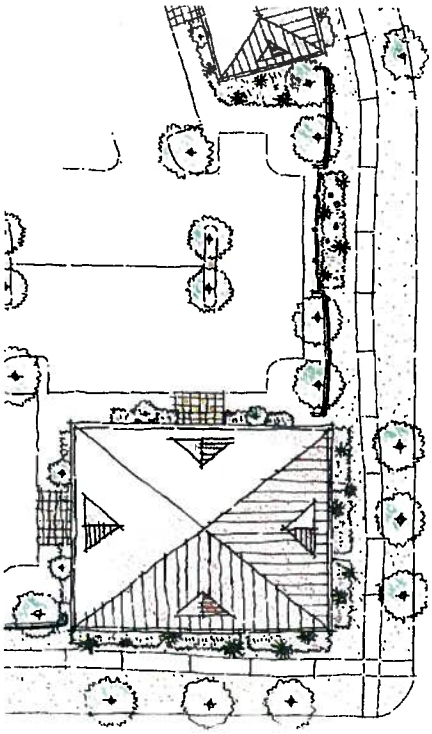


ONLY ONE PROJECTING SIGN PER BUSINESS SHOULD BE PERMITTED.

Screening

The goal of screening is to visually integrate and, where necessary, screen those elements that, though essential, can become unsightly. There are components to any development that should be screened from public view. A majority of these elements, such as services and utility functions, can be hidden through a selective location out of easy view by the visitor. The objective is to locate an element where the fewest number of people see it for the least amount of time. Relocation of the object to an area out of the public's view should be the first preference, especially for service and utility elements that are visible from the standard streets. Elements such as dumpsters, services and storage units should not be seen from the public realm.

There are, however, elements and activities which are necessarily located in the public area. Visually integrating and meshing the service or utility component into the public environment is the goal of screening, not hiding or camouflaging the element. For example, the additional attention created by trying to conceal an electrical transformer may be worse than the unscreened appearance. Screening is a last resort, but a very functional resolution when appropriate.



Full Screening - Areas where, if exposed, would require constant maintenance should have full screening. Screening design and durability are important. Solutions such as chain link or wooden fencing may be inappropriate if they will fall into disrepair. Dumpsters require full screening when the refuse is unsightly and soils the dumpster itself (i.e. restaurants). Full screening, however, should be designed to require little maintenance, and be compatible with architectural and site development themes.

Partial Screening - The introduction of landscape and design elements as partial screening provides a setting and sense of upkeep without the necessity of fully hiding the element or activity. Partial screening serves the same purpose as foundation planting around a building -- it provides a setting and visually anchors elements to the ground plane.

Low Screens - The most effective treatment of parking lots is with low screens (max 42" height). This is preferred to full screening (72" to 96" height) for both aesthetic and security reasons.

No Screening - If service elements are only marginally obtrusive, no screening is required. Some utilities and surface elements may be less of a blight if they are not decorated. A meter box, which is not close to a sidewalk, may only require a coat of color to blend with its background, whereas a fussy landscape would draw unnecessary attention and memorialize it.

Service Areas - Full screening should be required for dumpsters to provide a sense of maintenance to the property. Loading and other service areas should be located where least visible, but may not require full screening unless the dock area is excessively soiled, thus requiring constant maintenance. Generally, partial screening providing boundaries between public and service areas should be sufficient.

Transformers and Utilities - Transformers and utilities which are not soiled and are not close to walkways should be painted a color to blend with the background instead of being accentuated with a landscape screen.

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ATTACHMENT 4

Memorandum from Cooley Godward, LLP Responding to Staff Review Comments

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MEMORANDUM

TO:	Stephen Gardner – Loudoun County Department of Planning
CC:	Loudoun County Planning Commission Bill May – Miller and Smith
FROM:	Colleen Gillis Snow, Esquire, Cooley Godward Kronish LLP Ben I. Wales, Cooley Godward Kronish LLP
DATE:	July 19, 2007
RE:	Dulles Parkway Center - ZMAP 2005-0041

Further to the Planning Commission work session on Monday, July 16, for the above referenced application, we wanted to provide you and the Planning Commission with additional information about the changes that have been made to the Dulles Parkway Center II Design Guidelines to address Staff's concerns. We hope that this memo will assist Staff and the Planning Commission in reviewing the changes made to the Dulles Parkway Center II Design Guidelines in the period between the June 4 work session and the July 16 work session.

This memo provides the Applicant's response to your memo dated June 29, 2007 (attached as Exhibit A), which detailed Staff's concerns. The Staff comments are listed in italics and are followed by the Applicant's response. We have also included, as Exhibit B, a copy of the revised Design Guidelines for Dulles Parkway Center II. This document does not include any additional text from the version provided to the Planning Commission on July 16. It does, however, highlight all the changes made to the document since the June 4 work session (the version provided on July 16 highlighted all changes made during the ZMAP application process).

Comment: The following paragraph on Page 5 should be deleted, "In keeping with the development and changing needs of this community, and so as to continually ensure appropriateness, the design criteria contained in this document is subject to change or modification from time to time by the Covenant Committee."

Response: The Applicant strongly believes that this paragraph is essential to Miller and Smith's effort to create an attractive, well-planned and integrated community. While these Guidelines are based upon the best available information and standards implemented in similar communities today, advances in materials, design and architecture in the future may dictate modest, reasonable and warranted changes to this document. This language affords the Covenant Committee the flexibility to update the Guidelines to accommodate new building techniques, building materials, street furniture, street lighting which may not be on the market, but which may be appropriate for this transit-oriented development.

The Applicant is aware of similar language in the Moorefield Station design guidelines. The *'Moorefield Station Design Guidelines and Development Standards'*, confirms that the document may be amended in the future. The Design Guidelines recognize "that technology, governmental regulation, and style may change over time" and that modest flexibility is necessary.

The Applicant seeks to retain similar flexibility especially to allow proper coordination with Moorefield Station and as such, seeks to retain the language on Page 5 of the Design Guidelines and referenced above.

Comment: Street cross sections depicted on Sheet 6 of 10 of the CDP should be incorporated into the Design Guidelines and should include dimensions for all sections (i.e. the width of the roadway, tree planting strip, sidewalk, etc.) Please ensure that dimensions are consistent, particularly regarding Centergate Drive, with those that are contained in the Moorefield Station Design Guidelines (cross section attached for reference).

Response: Please see Exhibit A of the revised Design Guidelines, which provides a street cross section of Centergate Drive. As previously discussed, the Applicant is unable to commit to the width of the roadway as the final width will depend on whether turn lanes are required by VDOT. Any required turn lanes will be determined by VDOT at the site plan stage and will affect the cross section. The draft proffer statement confirms the required width of sidewalks at the Property. The Design Guidelines require the coordination of the width of the planting strip along Centergate Drive with those provided at Moorefield Station.

Comment: Please provide additional detail regarding streetscape design. Please include the following: 1) Additional detail regarding street trees. Please maintain consistency with Moorefield Station, which includes a density of 1 tree per 25 linear feet and specifies canopy trees will be located between the sidewalk and curb in a 6-foot wide planting zone. Include language which encourages high canopy trees and limits flowering trees with low branches; 2) As previously requested by Sarah, please provide details regarding crosswalks. The use of textured pavement or alternatives is encouraged; 3) A section on sidewalks; please specify width; 4) Again, as Sarah requested, specifics on streetscape furniture; and 5) A section addressing street lights. Once again, please be consistent with Moorefield Station, which provides an illustrative.

Response: The Applicant has made the following changes to the Design Guidelines:

1. Street Trees. Borrowing liberally from the Moorefield Station design guidelines, Page 29 of the revised Guidelines confirms that Centergate Drive will have formal street tree patterns with canopy trees located along the road at 25 foot intervals between the curb and sidewalk with an adequately sized planting strip. Street trees shall have a minimum branch height of 6 feet. Flowering trees with low branching habits and evergreens in the right-of-way should be avoided in these planting strips. The planting strips shall coordinate with the planting strips at the Moorefield Station property.

2. Crosswalks. As confirmed on Page 23 of the Guidelines, the demarcation of crosswalks through paint striping, textured pavement or alternative materials, as permitted by VDOT, will be encouraged.

3. Sidewalks. The width of sidewalks (minimum of 5 feet) at Dulles Parkway Center II is confirmed by the proffer statement.

4. Street Furniture. Page 19 of the Guidelines requires that the development should have consistent streetscape furniture including, but not limited to, benches, bike racks, trash baskets, newspaper dispensers, kiosks and telephones. Outdoor furnishings should be low maintenance and selected for their durability and theft-resistance. All furnishings should be complementary to building design and architecture and of a single color theme and type.

5. Street Lights. Again, borrowing liberally from the Moorefield Station design guidelines, Page 27 of the Dulles Parkway Center II Guidelines confirms that street lighting shall be provided on poles with a maximum height of 25 feet and stationed at consistent intervals to provide adequate illumination.

Comment: The Building Configuration section on Page 16 should be expanded and should include design elements. I have reviewed the design guidelines for One Loudoun, on which Cooley was the representative and Miller and Smith was the applicant. Those guidelines did a wonderful job of specifying design elements by building type. A similar approach is warranted here. Include illustratives and general renderings. At a minimum, include specifics regarding transparency (a minimum percentage should be noted) of first floor facades on those buildings which will house retail on the first floor. One Loudoun does a wonderful job of defining architectural elements, specifying their placement, and including language referring to variations in buildings facades and rooflines; similar language should be included in Dulles Parkway Center. In addition, language should be included referring to incremental setbacks in building facades, varying height and materials in rooflines, etc.

Response: Please see the revised 'Building Design' section of the Guidelines on Page 18. For the commercial, professional office, residential and parking space categories, the document provides guidance on the type and form of entrances, the orientation of living space in residential buildings, the treatment of windows, building facades and roofs and provides a number of architectural elements that should be encouraged throughout the buildings.

The Guidelines confirm that the commercial core at Dulles Parkway Center II shall be compatible with the community and complement, not compete with, surrounding developments. Building elevations should incorporate varying offsets, undulations, and variety in surface patterns. Large, expanses of uninterrupted facades will be discouraged. Where glazing is used in building facades, such glazing shall blend with and correspond with the color of its surroundings. Reflective glazing will be prohibited. This language was incorporated from the One Loudoun design guidelines in accord with Staff's request.

Comment: On Page 17 under Building Skin and in the second paragraph thereof, please change the word maximum to minimum. Please specify a list of materials (i.e. brick, split-faced

block, concrete tile, real or simulated wood, etc.). Please include language which would preclude the use of standard concrete masonry blocks.

Response: Please see Page 18 of the revised Design Guidelines, which requires a minimum of 2 and a maximum of 4 façade materials. The Guidelines have been further revised to confirm that buildings may incorporate materials including, but not limited to, brick, split-faced block, concrete tile, and real or simulated wood. The use of standard concrete masonry block as an exterior material shall be strongly discouraged.

Comment: On Page 26 under the Parking Lot Landscape section and within the last paragraph thereof, please change the word twenty (20) to ten (10). The sentence should read, "Not more that ten (10) adjacent car spaces..."

Response: The Applicant believes that the proposed parking lot landscaping is appropriately designed to separate and assist the screening of parked vehicles. This proposed landscaping, compared to that proposed by Staff, will also assist the reduction in the size of parking lots required at the Property.

Comment: Per Sarah's [Milin] request, include a section on parking garage design. Moorefield Station provides a good example.

Response: Please see Page 18 of the revised Design Guidelines, which provides information on the design of parking garages and screening of parked vehicles. The design of parking structures should complement the architectural style of the surrounding buildings. The structures should neither be over designed so as to draw more attention to them, nor display sparse unpleasing facades. When possible, the structure should be hidden from Centergate Drive by other buildings, providing clear signage to direct the driver and pedestrian to the parking garage. The Guidelines have also been revised to include a number of architectural elements that shall be encouraged in the design of parking garages.

Comment: Per Sarah's request, include a section on public spaces.

Response: The draft proffer statement describes the open spaces proposed at the Property. The proffers include a commitment to the provision of the spaces and confirms what facilities will be provided.

We trust that this memo addresses each of Staff's concerns. Should you have any questions, please do not hesitate to contact us.